

## APPLICANT'S UNDERTAKING

I/We hereby agree and confirm that:

- I/We have read, understood and agreed to the contents and terms and conditions of MUTHOOT FINANCE LIMITED's Shelf Prospectus and Tranche I Prospectus dated February 05, 2019 ("Prospectus").
- I/We hereby apply for allotment of the NCDs to me/us and the amount payable on application is remitted herewith.
- I/We hereby agree to accept the NCDs applied for or such lesser number as may be allotted to me/us in accordance with the contents of the Prospectus subject to applicable statutory and/or regulatory requirements.
- I/We irrevocably give my/our authority and consent to IDBI TRUSTEESHIP SERVICES LIMITED, (the "Debenture Trustee") to act as my/our trustees and for doing such acts as are necessary to carry out their duties in such capacity.
- I am/We are Indian National(s) resident in India and I am/ we are not applying for the said NCDs as nominee(s) of any person resident outside India and/or Foreign National(s).
- The application made by me/us do not exceed the investment limit on the maximum number of NCDs which may be held by me/us under applicable statutory and/or regulatory requirements.
- In making my/our investment decision I/We have relied on my/our own examination of Muthoot Finance Limited the Issuer and the terms of the Issue, including the merits and risks involved and my/our decision to make this application is solely based on disclosures contained in the Prospectus.
- I/We have obtained the necessary statutory and/or regulatory permissions/approvals for applying for, subscribing to, and seeking allotment of the NCDs applied for.
- Undertaking:**
  - I/We hereby undertake that I/We am/are an ASBA Applicant(s) as per applicable provisions of the SEBI Regulations; 2) In accordance with ASBA process provided in the SEBI Regulations and disclosed in the Prospectus, I/We authorize (a) the Lead Managers/Lead Brokers/Sub Brokers and Trading Members (in Specified cities only) or the SCSBs, as the case may be, to do all acts as are necessary to make the Application in the Issue, including uploading my/our application, blocking or unblocking of funds in the bank account maintained with the SCSB as specified in the Application Form, transfer of funds to the Public Issue Account on receipt of instruction from the Lead Manager and Registrar to the Issue, after finalization of Basis of Allotment; and (b) the Registrar to the Issue to issue instruction to the SCSBs to unblock the funds in the specified bank account upon finalization of the Basis of Allotment. 3) In case the amount available in the specified Bank Account is insufficient as per the Application, the SCSB shall reject the Application.
- I/We confirm that I/We shall be allocated and allotted Option IV NCDs wherein I/We have not indicated the choice of relevant Options.

### Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of section 38 of the Companies Act, 2013, which is reproduced below:

"Any person who: (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447."

## ISSUE RELATED INFORMATION FOR FILLING THE APPLICATION FORM

### INVESTOR CATEGORIES:

Category I (Institutional Investors)	Sub-category code
Public financial institutions, statutory corporations, commercial banks, co-operative banks and RRBs and multilateral and bilateral development financial institutions which are authorised to invest in the NCDs;	10
Provident funds, pension funds, superannuation funds and gratuity funds, which are authorised to invest in the NCDs;	11
Alternative Investment Funds, subject to investment conditions applicable to them under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012;	12
Resident Venture Capital Funds registered with SEBI;	13
Insurance Companies registered with IRDA;	14
State industrial development corporations;	15
Insurance funds set up and managed by the army, navy, or air force of the Union of India;	16
Insurance funds set up and managed by the Department of Posts, the Union of India;	17
Systemically Important Non-Banking Financial Company, a nonbanking financial company registered with the Reserve Bank of India and having a net-worth of more than five hundred crore rupees as per the last audited financial statements;	18
National Investment Fund set up by resolution No. F. No. 2/3/2005 -DDII dated November 23,2005 of the Government of India published in the Gazette of India; and	19
Mutual Funds registered with SEBI	20

Category II (Non Institutional Investors)	
Companies; bodies corporate and societies registered under the applicable laws in India and authorised to invest in the NCDs;	21
Public/private charitable/religious trusts which are authorised to invest in the NCDs;	22
Scientific and/or industrial research organisations, which are authorised to invest in the NCDs;	23
Partnership firms in the name of the partners;	24
Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009)	25
Association of Persons; and	26
Any other incorporated and/ or unincorporated body of persons.	27
Category III ("High Networth Individuals")/("HNIs")	
The following Investors applying for an amount aggregating to more than ₹ 10 lakhs across all Options of NCDs in this Issue:	
Resident Indian individuals; and	31
Hindu Undivided Families through the Karta applying for an amount aggregating to above INR 1,000,000 across all options of NCDs in the Tranche I Issue	32
Category IV ("Retail Individual Investors")/("RIIs")	
The following Investors applying for an amount aggregating upto and including ₹ 10 lakhs across all Options of NCDs in this Issue:	
Resident Indian individuals and;	41
Hindu Undivided Families through the Karta applying for an amount aggregating up to and including INR 1,000,000 across all options of NCDs in the Tranche I Issue	42

The specific terms of each instrument are set out below:

Issue Structure	I	II	III	IV	V	VI	VII	VIII	IX
<b>Terms and conditions in connection with Secured NCDs****Options</b>									
<b>Frequency of Interest Payment</b>	Monthly*	Monthly*	Monthly*	Annually**	Annually**	Annually**	Annually**	NA	NA
<b>Who can apply</b>	All categories of investors (Category I, II, III and IV)								
<b>Minimum Application</b>	₹ 10,000 (10 NCDs)	₹ 10,000 (10 NCDs)	₹ 10,000 (10 NCDs)	₹ 10,000 (10 NCDs)	₹ 10,000 (10 NCDs)	₹ 10,000 (10 NCDs)	₹ 10,000 (10 NCDs)	₹ 10,000 (10 NCDs)	₹ 10,000 (10 NCDs)
<b>In multiples of</b>	₹ 1,000.00 (1 NCD)	₹ 1,000.00 (1 NCD)	₹ 1,000.00 (1 NCD)	₹ 1,000.00 (1 NCD)	₹ 1,000.00 (1 NCD)	₹ 1,000.00 (1 NCD)	₹ 1,000.00 (1 NCD)	₹ 1,000.00 (1 NCD)	₹ 1,000.00 (1 NCD)
<b>Face Value of NCDs (₹ / NCD)</b>	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00
<b>Issue Price (₹ / NCD)</b>	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00	₹ 1,000.00
<b>Tenor from Deemed Date of Allotment</b>	24 months	38 months	60 months	24 months	38 months	60 months	24 months	38 months	60 months
<b>Coupon Rate</b>	9.25%	9.50%	9.75%	9.50%	9.75%	10.00%	NA	NA	NA
<b>Effective Yield (Per annum)****</b>	9.25%	9.50%	9.75%	9.50%	9.75%	10.00%	9.25%	9.50%	9.75%
<b>Mode of Payment</b>	Through various options available								
<b>Amount (₹ / NCD) on Maturity***</b>	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,193.56	₹ 1,333.72	₹ 1,592.29
<b>Maturity Date (From Deemed Date of Allotment)</b>	24 months	38 months	60 months	24 months	38 months	60 months	24 months	38 months	60 months
<b>Nature of indebtedness</b>	Secured redeemable non-convertible								

\*With respect to Options where interest is to be paid on a monthly basis, relevant interest will be calculated from the first day till the last date of every month during the tenor of such NCDs, and paid on the first day of every subsequent month. For the first interest payment for NCDs under the monthly options, interest from the Deemed Date of Allotment till the last day of the subsequent month will be clubbed and paid on the first day of the month next to that subsequent month.

\*\*With respect to Options where interest is to be paid on an annual basis, relevant interest will be paid on each anniversary of the Deemed Date of Allotment on the face value of the NCDs. The last interest payment under annual Options will be made at the time of redemption of the NCDs.

\*\*\*Subject to applicable tax deducted at source, if any

\*\*\*\* Please refer to Schedule A of the Tranche I Prospectus for details pertaining to the cash flows of the Company in accordance with the SEBI circular bearing number CIR/IMD/DF/18/2013 dated October 29, 2013 and CIR/IMD/DF-1/12/2016 dated November 11, 2016.

\*\*\*\*\* On Options I, II and III, monthly interest payment is not assumed to be reinvested for the purpose of calculation of Effective Yield (per annum).

The Company would allot the Option IV NCDs, as specified in the Tranche I Prospectus to all valid Applications, wherein the Applicants have not indicated their choice of the relevant option of NCDs.

### Note:

- Basis of Allotment : For details, please refer to Instruction No. 38 on page no. 16 of the Abridged Prospectus. b. For Grounds for Technical Rejection. Please refer to page no. 14 of the Abridged Prospectus.
- The Company shall allocate and allot Option IV NCDs wherein the Applicants have not indicated their choice of the relevant NCD option.
- If the Deemed Date of Allotment undergoes a change, the coupon payment dates, redemption dates, redemption amounts and other cash flow workings shall be changed accordingly. For details of the interest payment please refer to "Interest and Payment of Interest" at page no 51 of the Tranche I Prospectus. For further information please refer to section titled "Issue Related Information" on page 40 of the Tranche I Prospectus.

For further details please refer to the Shelf Prospectus and Tranche I Prospectus dated February 05, 2019.

-----TEAR HERE-----

- In case of queries related to allotment/ credit of Allotted NCD/Refund, the Applicants should contact Registrar to the Issue.
- In case of ASBA Application submitted to the SCSBs, the Applicants should contact the relevant SCSB.
- In case of queries related to upload of ASBA Applications submitted to the Lead Manager/Lead Brokers/Sub Brokers/Trading Members/ CRTA / CDP / SCSB Applicants should contact the relevant Lead Manager/Lead Brokers/Sub Brokers/Trading Members/ CRTA / CDP / SCSB.
- The grievance arising out of Applications for NCDs made through Trading Members may be addressed directly to BSE.
- Acknowledgment is subject to realization of Funds in the ASBA account.

### COMPANY CONTACT DETAILS

**MUTHOOT FINANCE LIMITED, (CIN: L65910KL1997PLC011300)**  
**Registered and Corporate Office:** 2<sup>nd</sup> Floor, Muthoot Chambers,  
 Opposite Saritha Theatre Complex, Banerji Road, Kochi 682 018, India.  
**Tel:** (+91 484) 239 4712; **Fax:** (+91 484) 239 6506;  
**Website:** www.muthootfinance.com; **Email:** ncd@muthootgroup.com.  
**Company Secretary and Compliance Officer:** Maxin James;  
**Tel:** (+91 484) 6690247; **Fax:** (+91 484) 239 6506;  
**E-mail:** cs@muthootgroup.com

### REGISTRAR CONTACT DETAILS

**LINK INTIME INDIA PRIVATE LIMITED (CIN: U67190MH1999PTC118368)**  
 C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083, India  
**Tel:** (+91 22) 4918 6200, **Fax:** (+91 22) 4918 6195  
**Email:** mfi.ncd2019@linkintime.co.in  
**Investor Grievance Email:** mfi.ncd2019@linkintime.co.in  
**Website:** www.linkintime.co.in  
**Contact Person:** : Shanti Gopalakrishnan  
**SEBI Registration No.:** INR000004058

**THIS ABRIDGED PROSPECTUS CONSISTS OF 48 PAGES, PLEASE ENSURE THAT YOU GET ALL PAGES**

Please ensure that you read the Shelf Prospectus and the Tranche I Prospectus (collectively termed as “Prospectus”) and the general instructions contained in this Abridged Prospectus before applying in the Issue. Unless otherwise specified, all capitalised terms used in this form shall have the meaning ascribed to such terms in the Abridged Prospectus. The investors are advised to retain a copy of Prospectus/Abridged Prospectus for their future reference. All reference to pages unless specified refer to the Prospectus.



**Muthoot Finance**

**MUTHOOT FINANCE LIMITED**

Our Company was originally incorporated at Kochi, Kerala as a private limited company on March 14, 1997 under the provisions of the Companies Act, 1956, with the name “The Muthoot Finance Private Limited”. Subsequently, by a fresh certificate of incorporation dated May 16, 2007, our name was changed to “Muthoot Finance Private Limited”. Our Company was converted into a public limited company on November 18, 2008 with the name “Muthoot Finance Limited” and received a fresh certificate of incorporation consequent to change in status on December 02, 2008 from the Registrar of Companies, Kerala and Lakshadweep. For further details regarding changes to the name and registered office of our Company, see section titled “History and Main Objects” on page 110 of the Shelf Prospectus. The corporate identity number of our Company is L65910KL1997PLC011300

**Registered and Corporate Office:** 2nd Floor, Muthoot Chambers, Opposite Saritha Theatre Complex, Banerji Road, Kochi 682 018, India.

**Tel:** (+91 484) 239 4712; **Fax:** (+91 484) 239 6506; **Website:** www.muthootfinance.com; **Email:** ncd@muthootgroup.com.

**Company Secretary and Compliance Officer:** Maxin James; **Tel:** (+91 484) 6690247; **Fax:** (+91 484) 239 6506; **E-mail:** cs@muthootgroup.com

**PUBLIC ISSUE BY MUTHOOT FINANCE LIMITED (“COMPANY” OR THE “ISSUER”) OF SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 EACH (“NCDs”) FOR AN AMOUNT OF ₹ 1,000 MILLION (“BASE ISSUE SIZE”) WITH AN OPTION TO RETAIN OVERSUBSCRIPTION UP TO ₹ 6,500 MILLION AGGREGATING UP TO 7,500,000 NCDs AMOUNTING TO ₹ 7,500 MILLION (“TRANCHE I ISSUE LIMIT”) (“TRANCHE I ISSUE”) WHICH IS WITHIN THE SHELF LIMIT OF ₹ 40,000 MILLION AND IS BEING OFFERED BY WAY OF THE TRANCHE I PROSPECTUS DATED FEBRUARY 05, 2019 CONTAINING, INTER ALIA, THE TERMS AND CONDITIONS OF THE TRANCHE I ISSUE (“TRANCHE I PROSPECTUS”), WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED FEBRUARY 05, 2019 (“SHELF PROSPECTUS”) FILED WITH THE REGISTRAR OF COMPANIES, KERALA AND LAKSHADWEEP (“ROC”), STOCK EXCHANGES AND SECURITIES AND EXCHANGE BOARD OF INDIA. THE SHELF PROSPECTUS AND THE TRANCHE I PROSPECTUS CONSTITUTES THE PROSPECTUS (“PROSPECTUS”).**

**PROMOTERS : M G GEORGE MUTHOOT, GEORGE ALEXANDER MUTHOOT, GEORGE THOMAS MUTHOOT, GEORGE JACOB MUTHOOT**

**GENERAL RISK**

Investors are advised to read the Risk Factors on page 12 of the Shelf Prospectus carefully before taking an investment decision in the Tranche I Issue. For taking an investment decision, the investors must rely on their own examination of the Issuer, the Shelf Prospectus and the Tranche I Prospectus including the risks involved. Specific attention of the investors is invited to the Risk Factors on pages 12 to 36 of the Shelf Prospectus and “Material Developments” on page 148 of the Shelf Prospectus and of the Tranche I Prospectus before making an investment in the Tranche I Issue. This document has not been and will not be approved by any regulatory authority in India, including the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Registrar of Companies at Kerala and Lakshadweep (“RoC”) or any stock exchange in India.

**ISSUER’S ABSOLUTE RESPONSIBILITY**

The Issuer, having made all reasonable inquiries, accepts responsibility for, and confirms that the Tranche I Prospectus read together with the Shelf Prospectus for the Tranche I Issue contains all information with regard to the Issuer and the Tranche I Issue, which is material in the context of the Tranche I Issue. The information contained in the Tranche I Prospectus read together with the Shelf Prospectus for the Tranche I Issue is true and correct in all material respects and is not misleading in any material respect and that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes the Tranche I Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

**CREDIT RATING**

The NCDs proposed to be issued under the Tranche I Issue have been rated [ICRA] AA (Stable) by ICRA for an amount of upto ₹ 40,000 million vide its letter dated December 31, 2018 and further revaluated by letter dated January 30, 2019 and have been rated CRISIL AA/Stable by CRISIL for an amount upto ₹ 40,000 million vide its letter dated January 18, 2019 and further revaluated by letter dated January 31, 2019. The rating of the NCDs by ICRA and CRISIL indicates high degree of safety regarding timely servicing of financial obligations. The rating provided by ICRA and CRISIL may be suspended, withdrawn or revised at any time by the assigning rating agency and should be evaluated independently of any other rating. These ratings are not a recommendation to buy, sell or hold securities and investors should take their own decisions. Please refer to pages 110 to 136 of the Tranche I Prospectus for rating letter and rationale for the above rating.

**PUBLIC COMMENTS**

The Draft Shelf Prospectus dated January 28, 2019 had been filed with the BSE pursuant to regulation 6A, 6(1) and 6(2) of the Debt Regulations and was open for public comments for a period of seven Working Days until 5 p.m. on February 04, 2019.

**LISTING**

The NCDs offered through the Tranche I Prospectus are proposed to be listed on BSE. For the purposes of the Tranche I Issue, BSE shall be the Designated Stock Exchange. Our company has received an “in-principle” approval from BSE vide their letter no DCS/BM/PI-BOND/27/18-19 dated February 05, 2019.

**COUPON RATE, COUPON PAYMENT FREQUENCY, MATURITY DATE, MATURITY AMOUNT & ELIGIBLE INVESTORS**

For details relating to Coupon Rate, Coupon Payment Frequency, Maturity Date and Maturity Amount of the NCDs, see section titled “Terms of the Issue” starting on page 40 of the Tranche I Prospectus. For details relating to eligible investors please see “The Issue” on page 44 of the Shelf Prospectus and page 20 of the Tranche I Prospectus.

**ISSUE PROGRAMME \***

**ISSUE OPENS ON** February 14, 2019

**ISSUE CLOSES ON** March 14, 2019

\*The subscription list shall remain open for subscription on Working Days from 10 A.M. to 5 P.M., during the period indicated above, except that the Tranche I Issue may close on such earlier date or extended date as may be decided by the Board of Directors of our Company (“Board”) or NCD Committee. In the event of such an early closure of or extension subscription list of the Tranche I Issue, our Company shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in a national daily newspaper with wide circulation on or before such earlier date or extended date of closure. Applications Forms for the Tranche I Issue will be accepted only from 10:00 a.m. till 5.00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE, on Working Days during the Tranche I Issue Period. On the Tranche I Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3.00 p.m. (Indian Standard Time) and uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE.

\*\*IDBI Trusteeship Services Limited under regulation 4(4) of the SEBI Debt Regulations has by its letter dated January 14, 2019 given its consent for its appointment as Debenture Trustee to the Tranche I Issue and for its name to be included in the Shelf Prospectus and the Tranche I Prospectus and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to the Tranche I Issue.

A copy of the Shelf Prospectus and the Tranche I Prospectus has been filed with the Registrar of Companies, Kerala and Lakshadweep, in terms of section 26 and 31 of the Companies Act, 2013, along with the endorsed/certified copies of all requisite documents.

For further details please refer to the section titled “Material Contracts and Documents for Inspection” beginning on page 107 of the Tranche I Prospectus.

**LEAD MANAGER**



**EDELWEISS FINANCIAL SERVICES LIMITED**

Edelweiss House Off CST Road, Kalina  
Mumbai 400 098  
Tel: +91 22 4086 3535  
Fax: +91 22 4086 3610  
Email: muthoot.ncd@edelweissfin.com  
Investor Grievance Email: customerservice.mb@edelweissfin.com  
Website: www.edelweissfin.com  
Contact Person: Mr. Lokesh Singhi / Mr. Mandeep Singh  
Compliance Officer: Mr. B Renganathan  
SEBI Registration No.: INM0000010650



BUILDING BONDS

**A. K. CAPITAL SERVICES LIMITED**

30-39, Free Press House  
3rd Floor, Free Press Journal Marg, 215, Nariman Point,  
Mumbai - 400 021, India  
Tel: (91 22) 67546500, 66349300  
Fax: (91 22) 66100594  
Email: mflncd2019@akgroup.co.in  
Investor Grievance Email: investor.grievance@akgroup.co.in  
Website: www.akgroup.co.in  
Contact Person: Ms. Shilpa Pandey/ Mr. Malay Shah  
Compliance Officer: Mr. Tejas Davda  
SEBI Registration No.: INM000010411

**REGISTRAR TO THE ISSUE**



**LINK INTIME INDIA PRIVATE LIMITED**

C 101, 247 Park , L B S Marg, Vikhroli (West),  
Mumbai - 400 089, India  
Tel: (+91 22) 4918 6200  
Fax: (+91 22) 4918 6195  
Email: mfl.ncd2019@linkintime.co.in  
Investor Grievance Email: mfl.ncd2019@linkintime.co.in  
Website: www.linkintime.co.in  
Contact Person: Shanti Gopalkrishnan  
SEBI Registration No.: INR000004058

**DEBENTURE TRUSTEE**



**IDBI TRUSTEESHIP SERVICES LIMITED**

Asian Building, Ground Floor  
17 R, Kamani Marg, Ballard Estate  
Mumbai 400 001, India  
Tel: (+91 22) 4080 7000  
Fax: (91 22) 6631 1776  
Email: anjalee@idbitrustee.com  
Website: www.idbitrustee.co.in  
Contact Person: Anjalee Athalye  
SEBI Registration No.: IND000000460  
IDBI Trustee Services Limited has by its letter dated January 14, 2019 given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in the Shelf Prospectus and the Tranche I Prospectus and in all the subsequent periodical communications sent to the holders of the NCDs issued pursuant to the Tranche I Issue.

**CHIEF FINANCIAL OFFICER**

**OOMMEN K. MAMMEN**

2nd Floor, Muthoot Chambers, Opposite Saritha Theatre Complex  
Banerji Road, Kochi 682 018, Kerala, India  
Tel: (+91 484) 2397156  
Fax: (+91 484) 2396506  
Email: oommen@muthootgroup.com

**COMPANY SECRETARY AND COMPLIANCE OFFICER**

**MAXIN JAMES**

2nd Floor, Muthoot Chambers  
Opposite Saritha Theatre Complex  
Banerji Road, Kochi 682 018, Kerala, India  
Tel: (+91 484) 6690247  
Fax: (+91 484) 2396506  
Email: cs@muthootgroup.com

**STATUTORY AUDITORS**

**VARMA & VARMA**

Chartered Accountants  
"Sreeraghavam", Kerala Varma Tower,  
Bldg No. 53/2600 B, C, D & E,  
Off Kunjanbava Road, Vyttila P.O., Kochi- 682019  
Tel: 91 - 484 - 2302223  
Fax: 91 - 484 - 2306046  
Email: kochi@varmaandvarma.com  
Firm Registration No.: 004532S

**CREDIT RATING AGENCIES**

**ICRA LIMITED**

Building No. 8, 2nd Floor,  
Tower A, DLF Cyber City, Phase II, Gurgaon - 122 002  
Telephone: (+91) (124) 4545 310  
Facsimile: (+91) (124) 4050 424  
Email: amit.gupta@icraindia.com  
Contact Person: Mr. Amit Kumar Gupta  
Website: www.icra.in  
SEBI Registration Number: IN/CRA/008/2015

**CRISIL LIMITED**

CRISIL House, Central Avenue, Hiranandani Business Park, Powai  
Mumbai 400 076, India  
Telephone: (+91 22) 3342 3000 (B)  
Facsimile: (+91 22) 3342 3050  
Email: crisilratingdesk@crisl.com  
Contact Person: Mr. Krishnan Sitaraman  
Website: www.crisil.com  
SEBI Registration Number: IN/CRA/001/1999

**LEGAL ADVISORS TO THE ISSUE**

**AZB & PARTNERS**

7th Floor, Embassy Icon, Infantry Road, Bengaluru - 560 001, India  
Tel: (+91 80) 4240 0500  
Fax: (+91 80) 2221 3947

**LEAD BROKERS**

**ICICI Securities Limited:** ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai 400 020  
Tel: +91 22 2277 7626, Email: rajat.rawal@icicisecurities.com, Contact Person: Mr. Rajat Rawal

**Axis Capital Limited:** Axis House, Level 1, C-2, Wadia International Centre, P.B. Marg, Worli, Mumbai 400 025, Tel: (91 22) 4325 3110, Fax: (91 22) 43253000, Email: [ajay.sheth@axiscap.in](mailto:ajay.sheth@axiscap.in) / [vinayak.ketkar@axiscap.in](mailto:vinayak.ketkar@axiscap.in), Contact Person: Ajay Sheth / Vinayak Ketkar, Website: www.axiscapital.co.in, SEBI Registration No.: INM000012029.

**HDFC Securities Limited:** I Think Techno Campus, Building B, Alpha, Office Floor 8, Opposite Crompton Greaves, Kanjurmarg East, Mumbai 400 042, **Tel:** (91 22) 3075 3400, **Fax:** (91 22) 3075 3435, **Email:** customercare@hdfcsec.com, **Contact Person:** Devan Mhatre, **Website:** www.hdfcsec.com, **SEBI Registration No.:** BSE: INB/F011109437; NSE: INB/F/E231109431

**Integrated Enterprises (India) Private Limited:** A-123, 12th Floor, Mittal Tower, Nariman Point, Mumbai – 400021, India, **Tel:** (91 22) 4066 1800, **Fax:** (91 22) 2287 4676, **Email:** krishnan@integratedindia.in, **Contact Person:** V Krishnan, **Website:** www.integratedindia.in, **SEBI Registration No.:** INZ000095737

**Muthoot Securities Limited:** 1<sup>st</sup> Floor, Alpha Plaza, KP Vallon Road, Kadavanthara, Kochi, Kerala 682 020, India, **Tel:** (91 484) 433 7555, 4337587, **Fax:** Nil, **Email:** securities@muthootsecurities.com, **Contact Person:** Ragesh G.R. (Director & CEO), **Website:** www.muthootsecurities.com, **SEBI Registration No.:** BSE: INB011294338;

**IIFL Securities Limited:** IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013, **Tel:** (91 22) 4249 9000, **Fax:** (91 22) 2495 4313, **Email:** cs@indiainfoline.com, **Contact Person:** Prasad Umarale, **Website:** www.indiainfoline.com, **Investor Grievance e-mail ID:** customergrievances@indiainfoline.com, **SEBI Registration No.:** INZ000164132

**Kotak Securities Limited:** 4<sup>th</sup> Floor, C-12, G Block, Bandra Kurla Complex, Bandra (E), Mumbai 400 051, **Tel:** (91 22) 6748 5470, **Fax:** (91 22) 6661 7041, **Email:** umesh.gupta@kotak.com, **Contact Person:** Umesh Gupta, **Website:** www.kotak.com, **SEBI Registration No.:** INZ000200137

**Edelweiss Securities Limited:** Edelweiss House, Off. C.S.T Road, Kalina, Mumbai – 400 098, **Tel:** (91 22) 4063 5569 / (91 22) 4063 5411, **Fax:** (91 22) 6747 1347, **Email:** amit.dalvi@edelweissfn.com / pakash.boricha@edelweissfn.com, **Contact Person:** Amit Dalvi / Prakash Boricha, **Website:** www.edelweissfn.com, **SEBI Registration No.:** INZ000166136

**Karvy Stock Broking Limited:** ‘Karvy House’, 46, Avenue 4, Street No. 1, Banjara Hills, Hyderabad 500 034, **Tel:** (91 40) 2331 2454, **Fax:** (91 40) 2331 1968, **Email:** ksbltdist@karvy.com, **Contact Person:** Mr. P.B. Ramapriyan, **Website:** www.karvy.com, **SEBI Registration No.:** INB230770138 (NSE), INB010770130 (BSE)

**Bajaj Capital Limited:** Mezzanine Floor, Bajaj House, 97, Nehru Place, New Delhi 110 019, **Tel:** (91 11) 4169 3000, **Fax:** (91 11) 2647 6638, **Email:** info@bajajcapital.com, **Contact Person:** Sumit Kumar Dudani, **Website:** www.bajajcapital.com, **SEBI Registration No.:** INZ000007732

**SMC Global Securities Limited:** 17, Netaji Subhash Marg, Opposite Golcha Cinema, Daryaganj, New Delhi- 110 002, **Tel:** 91) 98186 20470, (91) 9810059041, **Fax:** (91 11) 2326 3297, **Email:** mkg@smcindiaonline.com / neerajkhanna@smcindiaonline.com, **Contact Person:** Mahesh Gupta / Neeraj Khanna, **Website:** www.smctradeonline.com, **SEBI Registration No.:** INB23/07714-31

**RR Equity Brokers Private Limited:** 412-422, Indraprakash Building, 21, Barakhamba Road, New Delhi – 110001, **Tel:** (91 11) 2335 4802, **Fax:** (91 11) 2332 0671, **Email:** ipo@rrfcl.com, **Contact Person:** Jeetesh Kumar, **Website:** www.rrfinance.com, **SEBI Registration No.:** BSE: INB011219632; NSE: INB231219636

**A. K. Stockmart Private Limited:** 30-39, Free Press House, 3<sup>rd</sup> Floor, Free Press Journal Marg, 215, Nariman Point, Mumbai 400 021. **Tel:** (91 22) 6754 6500, **Fax:** (91 22) 6754 4666, **Email:** ankkit@akgroup.co.in / ranjit.dutta@akgroup.co.in, **Contact Person:** Ankit Gupta / Ranjit Dutta, **Website:** www.akgroup.co.in, **SEBI Registration No.:** INB231269532 (NSE) / INB011269538 (BSE)

**PUBLIC ISSUE ACCOUNT BANK AND REFUND BANK(S)**

**ICICI BANK LIMITED**

Capital Market Division, 1st Floor  
122, Mistry Bhavan, Dinshaw Vachha Road, Backbay Reclamation  
Churchgate, Mumbai 400 020 – India  
**Tel:** (91 22) 66818923/924/932; **Fax:** (91 22) 22611138  
**Email:** shweta.surana@icicibank.com  
**Contact Person:** Shweta Surana; **Website:** www.icicibank.com  
**SEBI Registration No.:** INBI00000004

**SELF CERTIFIED SYNDICATE BANKS**

The banks registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 offering services in relation to ASBA, including blocking of an ASBA Account, and a list of which is available on <https://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries> or at such other web-link as may be prescribed by SEBI from time to time. A list of the branches of the SCSBs where ASBA Applications submitted to the Lead Managers, Lead Brokers or the Trading Member(s) of the Stock Exchange, will be forwarded by such Lead Managers, Lead Brokers or the Trading Members of the Stock Exchange is available at [www.sebi.gov.in](http://www.sebi.gov.in) or at such other web-link as may be prescribed by SEBI from time to time.

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**DISCLAIMER**

PARTICIPATION OF ANY OF THE AFOREMENTIONED CATEGORIES OF PERSONS OR ENTITIES IS SUBJECT TO THE APPLICABLE STATUTORY AND/OR REGULATORY REQUIREMENTS IN CONNECTION WITH THE SUBSCRIPTION TO INDIAN SECURITIES BY SUCH CATEGORIES OF PERSONS OR ENTITIES.

APPLICANTS ARE ADVISED TO ENSURE THAT THE NCDS APPLIED FOR DOES NOT EXCEED THE ISSUE SIZE AND/OR INVESTMENT LIMIT OR MAXIMUM NUMBER OF NCDS THAT CAN BE HELD BY THEM UNDER THE APPLICABLE LAWS OR REGULATIONS OR MAXIMUM AMOUNT PERMISSIBLE UNDER THE APPLICABLE REGULATIONS. APPLICANTS ARE ADVISED TO ENSURE THAT THEY HAVE OBTAINED THE NECESSARY STATUTORY AND/OR REGULATORY PERMISSIONS/CONSENTS/APPROVALS IN CONNECTION WITH APPLYING FOR, SUBSCRIBING TO, OR SEEKING ALLOTMENT OF NCDS PURSUANT TO THE ISSUE.

APPLICANTS ARE ADVISED TO READ THE PROSPECTUS FILED WITH REGISTRAR OF COMPANIES AND THE GENERAL INSTRUCTIONS CONTAINED IN THIS APPLICATION FORM CAREFULLY AND TO SATISFY THEMSELVES OF THE DISCLOSURES BEFORE MAKING AN APPLICATION FOR SUBSCRIPTION. UNLESS OTHERWISE SPECIFIED, ALL THE TERMS USED IN THIS APPLICATION FORM HAVE THE SAME MEANING AS IN THE PROSPECTUS. FOR A COPY OF THE PROSPECTUS, THE APPLICANT MAY REQUEST US AND/OR THE LEAD MANAGERS. FURTHER INVESTORS ARE ADVISED TO RETAIN THE COPY OF THE PROSPECTUS/ABRIDGED PROSPECTUS FOR THEIR FUTURE REFERENCE. PLEASE FILL IN THE FORM IN ENGLISH USING BLOCK LETTERS. INVESTORS SHOULD CAREFULLY CHOOSE THE SERIES OF NCDS THEY WISH TO APPLY FOR. PLEASE REFER TO TERMS OF THE ISSUE ON PAGE 18 OF THIS ABRIDGED PROSPECTUS.

**DETAILS PERTAINING TO THE ISSUE**

**OBJECTS OF THE ISSUE**

**1. Issue proceeds**

Our Company proposes to utilise the funds which are being raised through the Tranche I Issue, after deducting the Tranche I Issue related expenses to the extent payable by our Company (“**Net Proceeds**”), towards funding the following objects (collectively, referred to herein as the “**Objects**”):

The details of the proceeds of the Tranche I Issue are summarized below:

<b>Particulars</b>	<b>Estimated amount (in ₹ million)</b>
Gross proceeds to be raised through the Tranche I Issue	7,500
Less: - Tranche I Issue related expenses	75
Net proceeds of the Tranche I Issue after deducting the Tranche I Issue related expenses.	7,425

The Net Proceeds raised through the Tranche I Issue will be utilised for following activities in the ratio provided as below:

- a) For the purpose of lending- 75% of the amount raised and allotted in the Tranche I Issue
- b) For General Corporate Purposes- 25% of the amount raised and allotted in the Tranche I Issue

The main objects clause of the Memorandum of Association of our Company permits our Company to undertake its existing activities as well as the activities for which the funds are being raised through the Tranche I Issue.

**Purpose for which there is a requirement of funds**

As stated in this section.

**Funding plan**

NA

**Summary of the project appraisal report**

NA

**Schedule of implementation of the project**

NA

**2. Monitoring of utilisation of funds**

There is no requirement for appointment of a monitoring agency in terms of the SEBI Debt Regulations. The Board shall monitor the utilisation of the proceeds of the Tranche I Issue. Our Company will disclose in the Company’s financial statements for the relevant financial year commencing from Financial Year 2018, the utilisation of the proceeds of the Tranche I Issue under a separate head along with details, if any, in relation to all such proceeds of the Tranche I Issue that have not been utilised thereby also indicating investments, if any, of such unutilised proceeds of the Tranche I Issue.

**3. Interim use of proceeds**

The management of the Company, in accordance with the policies formulated by it from time to time, will have flexibility in deploying the proceeds received from the Tranche I Issue. Pending utilisation of the proceeds out of the Tranche I Issue for the purposes described above, the Company intends to temporarily invest funds in high quality interest bearing liquid instruments including money market mutual funds, deposits with banks or temporarily deploy the funds in investment grade interest bearing securities as may be approved by the

Board / Committee of Directors of the Company, as the case may be. Such investment would be in accordance with the investment policy of our Company approved by the Board or any committee thereof from time to time and the same shall be disclosed in the balance sheet as per provisions of the Companies Act, 2013.

**4. Other confirmations**

In accordance with the SEBI Debt Regulations, our Company will not utilise the proceeds of the Tranche I Issue for providing loans to or acquisition of shares of any person who is a part of the same group as our Company or who is under the same management as our Company or any subsidiary of our Company.

The Tranche I Issue proceeds shall not be utilised towards full or part consideration for the purchase or any other acquisition, *inter alia* by way of a lease, of any immovable property.

No part of the proceeds from the Tranche I Issue will be paid by us as consideration to our Promoter, our Directors, Key Managerial Personnel, or companies promoted by our Promoter except in the usual course of business.

No part of the proceeds from the Tranche I Issue will be utilized for buying, trading or otherwise dealing in equity shares of any other listed company.

Further the Company undertakes that the Tranche I Issue proceeds from NCDs allotted to banks shall not be used for any purpose, which may be in contravention of the RBI guidelines on bank financing to NBFCs including those relating to classification as capital market exposure or any other sectors that are prohibited under the RBI regulations.

The Company confirms that it will not use the proceeds of the Tranche I Issue for the purchase of any business or in the purchase of any interest in any business whereby the Company shall become entitled to the capital or profit or losses or both in such business exceeding 50% thereof, the acquisition of any immovable property or acquisition of securities of any other body corporate.

**ISSUE PROCEDURE**

*This section applies to all Applicants. Please note that all Applicants are required to ensure that the ASBA Account has sufficient credit balance such that the entire Application Amount can be blocked by the SCSB while making an Application. An amount equivalent to the full Application Amount will be blocked by the SCSBs in the relevant ASBA Accounts.*

*Applicants should note that they may submit their Applications to the Designated Intermediaries.*

*Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable law or as specified in the Tranche I Prospectus.*

*Please note that this section has been prepared based on the circular no. CIR/IMD/DF-1/20/2012 dated July 27, 2012 issued by SEBI as modified by circular (No. CIR/IMD/DF/18/2013) dated October 29, 2013 (“Debt Application Circular”) issued by SEBI and circular no. CIR/DDHS/P/121/2018 dated August 16, 2018 issued by SEBI (“Debt ASBA Circular”). The procedure mentioned in this section is subject to the Stock Exchanges putting in place the necessary systems and infrastructure for implementation of the provisions of the abovementioned circular, including the systems and infrastructure required in relation to Applications made through the Direct Online Application Mechanism and the online payment gateways to be offered by Stock Exchanges and accordingly is subject to any further clarifications, notification, modification, direction, instructions and/or correspondence that may be issued by the Stock Exchanges and/or*

*SEBI. Please note that clarifications and/or confirmations regarding the implementation of the requisite infrastructure and facilities in relation to direct online applications and online payment facility have been sought from the Stock Exchange and the Stock Exchange has confirmed that the necessary infrastructure and facilities for the same have not been implemented by the Stock Exchange. Hence, the Direct Online Application facility will not be available for the Tranche I Issue.*

**PLEASE NOTE THAT ALL TRADING MEMBERS OF THE STOCK EXCHANGE(S) WHO WISH TO COLLECT AND UPLOAD APPLICATION IN THIS ISSUE ON THE ELECTRONIC APPLICATION PLATFORM PROVIDED BY THE STOCK EXCHANGES WILL NEED TO APPROACH THE RESPECTIVE STOCK EXCHANGE(S) AND FOLLOW THE REQUISITE PROCEDURES AS MAY BE PRESCRIBED BY THE RELEVANT STOCK EXCHANGE. THE FOLLOWING SECTION MAY CONSEQUENTLY UNDERGO CHANGE BETWEEN THE DATES OF THE TRANCHE I PROSPECTUS, THE TRANCHE I ISSUE OPENING DATE AND THE TRANCHE I ISSUE CLOSING DATE.**

**THE MEMBERS OF THE SYNDICATE AND THE COMPANY SHALL NOT BE RESPONSIBLE OR LIABLE FOR ANY ERRORS OR OMISSIONS ON THE PART OF THE DESIGNATED INTERMEDIARIES IN CONNECTION WITH THE RESPONSIBILITY OF SUCH DESIGNATED INTERMEDIARIES IN RELATION TO COLLECTION AND UPLOAD OF APPLICATIONS IN THIS ISSUE ON THE ELECTRONIC APPLICATION PLATFORM PROVIDED BY THE STOCK EXCHANGES. FURTHER, THE RELEVANT STOCK EXCHANGE SHALL BE RESPONSIBLE FOR ADDRESSING INVESTOR GRIEVANCES ARISING FROM APPLICATIONS THROUGH DESIGNATED INTERMEDIARIES REGISTERED WITH SUCH STOCK EXCHANGE.**

Please note that for the purposes of this section, the term “Working Day” shall mean with reference to Tranche I Issue Period where working days shall mean all days excluding the second and the fourth Saturday of every month, Sundays and a public holiday in Kochi or Mumbai or at any other payment centre notified in terms of the Negotiable Instruments Act, 1881, except with reference to Tranche I Issue Period where working days shall mean all days, excluding Saturdays, Sundays and public holidays in India or at any other payment centre notified in terms of the Negotiable Instruments Act, 1881. Furthermore, for the purpose of post issue period, i.e. period beginning from Tranche I Issue Closing Date to listing of the NCDs, Working Days shall mean all trading days of Stock Exchange excluding Sundays and bank holidays in Mumbai.

#### **5. Who can apply?**

The following categories of persons are eligible to apply in the Tranche I Issue.

##### **Category I**

- Public financial institutions, statutory corporations, commercial banks, co-operative banks and RRBs and multilateral and bilateral development financial institutions which are authorised to invest in the NCDs;
- Provident funds, pension funds, superannuation funds and gratuity funds, which are authorised to invest in the NCDs;
- Alternative Investment Funds, subject to investment conditions applicable to them under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012;

- Resident Venture Capital Funds registered with SEBI;
- Insurance Companies registered with IRDA;
- State industrial development corporations;
- Insurance funds set up and managed by the army, navy, or air force of the Union of India;
- Insurance funds set up and managed by the Department of Posts, the Union of India;
- Systemically Important Non- Banking Financial Company, a nonbanking financial company registered with the Reserve Bank of India and having a net-worth of more than five hundred crore rupees as per the last audited financial statements;
- National Investment Fund set up by resolution no. F. No. 2/3/2005 –DDII dated November 23,2005 of the Government of India published in the Gazette of India; and
- Mutual Funds registered with SEBI.

##### **Category II**

- Companies; bodies corporate and societies registered under the applicable laws in India and authorised to invest in the NCDs;
- Public/ private charitable/ religious trusts which are authorised to invest in the NCDs;
- Scientific and/or industrial research organisations, which are authorised to invest in the NCDs;
- Partnership firms in the name of the partners;
- Limited Liability Partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009);
- Association of Persons; and
- Any other incorporated and/ or unincorporated body of persons.

##### **Category III**

- High Net-worth Individual Investors (“HNIs”) - Resident Indian individuals and Hindu Undivided Families through the Karta applying for an amount aggregating to above INR 1,000,000 across all options of NCDs in the Tranche I Issue

##### **Category IV**

- Retail Individual Investors - Resident Indian individuals and Hindu Undivided Families through the Karta applying for an amount aggregating up to and including INR 1,000,000 across all options of NCDs in the Tranche I Issue.

Participation of any of the aforementioned categories of persons or entities is subject to the applicable statutory and/or regulatory requirements in connection with the subscription to Indian securities by such categories of persons or entities.

**Applicants are advised to ensure that they have obtained the necessary statutory and/or regulatory permissions/consents/approvals in connection with applying for, subscribing to, or seeking allotment of NCDs pursuant to the Tranche I Issue.**

The Lead Managers and their respective associates and affiliates are permitted to subscribe in the Tranche I Issue.

The information below is given for the benefit of Applicants. Our Company and the Lead Managers are not liable for any amendment or modification or changes in applicable laws or regulations, which may occur after the date of the Shelf Prospectus and the Tranche I Prospectus.

#### **6. How to apply?**

**Availability of the Draft Shelf Prospectus, the Shelf Prospectus, the Tranche I Prospectus, Abridged Prospectus and Application Forms**

**Please note that there is a single Application Form for all Applicants.**

Copies of the Abridged Prospectus containing the salient features of the Shelf Prospectus, the Tranche I Prospectus together with Application Forms and copies of the Shelf Prospectus may be obtained from our Registered Office, the Lead Managers, the Registrar, the Lead Brokers and the Designated Branches of the SCSBs. Additionally the Shelf Prospectus, the Tranche I Prospectus and the Application Forms will be available

(i) for download on the website of BSE at [www.bseindia.com](http://www.bseindia.com), and the website of the Lead Managers at [www.edelweissfin.com](http://www.edelweissfin.com) and [www.akgroup.co.in](http://www.akgroup.co.in).

(ii) at the designated branches of the SCSB and the Designated Intermediaries at the Syndicate ASBA Application Locations.

Electronic Application Forms will also be available on the website of the Stock Exchange. A hyperlink to the website of the Stock Exchange for this facility will be provided on the website of the Lead Managers and the SCSBs. Further, Application Forms will also be provided to Designated Intermediaries at their request.

### **7. Methods of Application**

An eligible investor desirous of applying in the Tranche I Issue can make Applications only through the ASBA process

Applicants are requested to note that in terms of the Debt Application Circular, SEBI has mandated issuers to provide, through a recognized stock exchange which offers such a facility, an online interface enabling direct application by investors to a public issue of debt securities with an online payment facility (“**Direct Online Application Mechanism**”). In this regard, SEBI has, through the Debt Application Circular, directed recognized stock exchanges in India to put in necessary systems and infrastructure for the implementation of the Debt Application Circular and the Direct Online Application Mechanism infrastructure for the implementation of the Debt Application Circular and the Direct Online Application Mechanism. Please note that the Applicants will not have the option to apply for NCDs under the Tranche I Issue, through the direct online applications mechanism of the Stock Exchange. Please note that clarifications and/or confirmations regarding the implementation of the requisite infrastructure and facilities in relation to direct online applications and online payment facility have been sought from the Stock Exchange and the Stock Exchange has confirmed that the necessary infrastructure and facilities for the same have not been implemented by the Stock Exchange. Hence, the Direct Online Application facility will not be available for the Tranche I Issue.

Applicants intending to subscribe in the Tranche I Issue shall submit a duly filled Application form to any of the Designated Intermediaries.

Applicants should submit the Application Form only at the Bidding Centres, i.e. to the respective Members of the Syndicate at the Specified Locations, the SCSBs at the Designated Branches, the Registered Broker at the Broker Centres, the CRTAs at the Designated RTA Locations or CDPs at the Designated CDP Locations. Kindly note that Application Forms submitted by Applicants at the Specified Locations will not be accepted if the SCSB with which the ASBA Account, as specified in the Application Form is maintained has not named at least one branch at that location for the Designated Intermediaries for deposit of the Application Forms. A list of such branches is available at <http://www.sebi.gov.in>.

The relevant Designated Intermediaries, upon receipt of physical Application Forms from ASBA Applicants, shall upload the details of these Application Forms to the online platform of the Stock Exchange and submit these Application Forms with the SCSB with whom the relevant ASBA Accounts are maintained.

An Applicant shall submit the Application Form, which shall be stamped at the relevant Designated Branch of the SCSB. Application Forms in physical mode, which shall be stamped, can also be submitted to be the Designated Intermediaries at the Specified Locations. The SCSB shall block an amount in the ASBA Account equal to the Application Amount specified in the Application Form.

Our Company, the Directors, affiliates, associates and their respective directors and officers, Lead Managers and the Registrar to the Issue shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to ASBA Applications accepted by the Designated Intermediaries, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts. It shall be presumed that for Applications uploaded by SCSBs, the Application Amount has been blocked in the relevant ASBA Account. Further, all grievances against Designated Intermediaries in relation to the Tranche I Issue should be made by Applicants directly to the relevant Stock Exchange.

### **8. Application Size**

Each Application should be for a minimum of 10 NCDs and in multiples of one NCD thereafter for all options of NCDs, (namely Option I, Option II, Option III, Option IV, Option V, Option VI, Option VII, Option VIII and Option IX either taken individually or collectively).

### **APPLICATIONS BY VARIOUS APPLICANT CATEGORIES**

#### **9. Applications by Mutual Funds**

A mutual fund scheme cannot invest more than 15.00% of its NAV in debt instruments issued by a single company which are rated below investment grade by a credit rating agency authorised to carry out such activity. Such investment limit may be extended to 20.00% of the NAV of the scheme with the prior approval of the board of trustees and the board of asset management company.

A separate Application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such Applications shall not be treated as multiple Applications. Applications made by the AMCs or custodians of a Mutual Fund shall clearly indicate the name of the concerned scheme for which the Application is being made. An Application Form by a mutual fund registered with SEBI for Allotment of the NCDs must be also accompanied by certified true copies of (i) its SEBI registration certificates (ii) the trust deed in respect of such mutual fund (iii) a resolution authorising investment and containing operating instructions and (iii) specimen signatures of authorized signatories. Failing this, our Company reserves the right to accept or reject any Application from a Mutual Fund for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

#### **10. Application by Scheduled Banks, Co-operative Banks and RRBs**

Scheduled Banks, Co-operative Banks and RRBs can apply in the Tranche I Issue based upon their own investment limits and approvals. Applications by them for Allotment of the NCDs must be accompanied by certified true copies of (i) a board resolution authorising investments; and (ii) a letter of authorisation. Failing this, our Company reserves the right to accept or reject any Application for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

#### **11. Application by Insurance Companies**

In case of Applications for Allotment of the NCDs made by an Insurance Company, a certified copy of its certificate of registration issued by IRDA must be lodged along with Application Form. The Applications must be accompanied by certified copies of (i) its Memorandum and Articles of Association; (ii) a power of attorney (iii) a resolution

authorising investment and containing operating instructions; and

(iv) specimen signatures of authorized signatories. Failing this, our Company reserves the right to accept or reject any Application for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

#### **12. Applications by Alternative Investments Funds**

Applications made by an Alternative Investments Fund eligible to invest in accordance with the Securities and Exchange Board of India (Alternate Investment Funds) Regulations, 2012, must be accompanied by certified true copies of: (i) the SEBI registration certificate of such Alternative Investment Fund; (ii) a resolution authorising the investment and containing operating instructions; and (iii) specimen signatures of authorised persons. Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason thereof. Alternative Investment Funds applying for Allotment of the NCDs shall at all time comply with the conditions for categories as per their SEBI registration certificate and the Securities and Exchange Board of India (Alternate Investment Funds) Regulations, 2012.

#### **13. Applications by Trusts**

In case of Applications for Allotment of the NCDs made by trusts, settled under the Indian Trusts Act, 1882, or any other statutory and/ or regulatory provision governing the settlement of trusts in India, Applicants must submit a (i) a certified copy of the registered instrument for creation of such trust; (ii) a power of attorney, if any, in favour of one or more trustees thereof; (iii) such other documents evidencing registration thereof under applicable statutory/regulatory requirements. Further, any trusts applying for NCDs pursuant to the Tranche I Issue must ensure that (a) they are authorised under applicable statutory/ regulatory requirements and their constitution instrument to hold and invest in debentures; (b) they have obtained all necessary approvals, consents or other authorisations, which may be required under applicable statutory and/or regulatory requirements to invest in debentures; and

(c) Applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and or regulatory provisions. Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

#### **14. Applications by Public Financial Institutions or statutory corporations, which are authorized to invest in the NCDs**

Applications by Public Financial Institutions or statutory corporation for Allotment of the NCDs must be accompanied by certified true copies of: (i) any Act/rules under which such Applicant is incorporated; (ii) a resolution of the board of directors of such Applicant authorising investments; and (iii) specimen signature of authorized persons of such Applicant. Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

#### **15. Applications made by companies, bodies corporate and societies registered under the applicable laws in India**

Applications made by companies, bodies corporate and registered societies for Allotment of the NCDs must be accompanied by certified true copies of: (i) any Act/rules under which such Applicant is incorporated; (ii) a resolution of the board of directors of such Applicant authorising investments; and (iii) specimen signature of authorized persons of such Applicant. Failing this, our Company reserves the right to accept or reject any Applications for Allotment

of the NCDs in whole or in part, in either case, without assigning any reason therefor.

#### **16. Indian scientific and/ or industrial research organizations, which are authorized to invest in the NCDs**

Applications by scientific and/ or industrial research organisations which are authorised to invest in the NCDs must be accompanied by certified true copies of: (i) any Act/rules under which such Applicant is incorporated; (ii) a resolution of the board of directors of such Applicant authorising investments; and (iii) specimen signature of authorized persons of such Applicant. Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

#### **17. Partnership firms formed under applicable Indian laws in the name of the partners and Limited Liability Partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008**

Applications made by partnership firms and limited liability partnerships formed and registered under the Limited Liability Partnership Act, 2008 must be accompanied by certified true copies of: (i) the partnership deed for such Applicants; (ii) any documents evidencing registration of such Applicant thereof under applicable statutory/regulatory requirements; (iii) a resolution authorizing the investment and containing operating instructions; and (iv) specimen signature of authorized persons of such Applicant. Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

#### **18. Applications under a power of attorney by limited companies, corporate bodies and registered societies**

In case of Applications made pursuant to a power of attorney by Applicants from Category I, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.

In case of Applications made pursuant to a power of attorney by Applicants from Category II and Category III, a certified copy of the power of attorney must be lodged along with the Application Form.

In case of physical Applications made pursuant to a power of attorney, a certified copy of the power of attorney must be lodged along with the Application Form. Failing this, our Company, in consultation with the Lead Managers, reserves the right to reject such Applications.

**Our Company, in its absolute discretion, reserves the right to relax the above condition of attaching the power of attorney along with the Application Forms subject to such terms and conditions that our Company and the Lead Managers may deem fit.**

#### **19. Applications by provident funds, pension funds, superannuation funds and gratuity funds which are authorized to invest in the NCDs**

Applications by provident funds, pension funds, superannuation funds and gratuity funds which are authorised to invest in the NCDs, for Allotment of the NCDs must be accompanied by certified true copies of: (i) any Act/rules under which they are incorporated; (ii) a power of attorney, if any, in favour of one or more trustees thereof, (ii) a board resolution authorising investments; (iii) such other documents evidencing registration thereof under applicable statutory/regulatory requirements; (iv) specimen signature of authorized person; (v) a



certified copy of the registered instrument for creation of such fund/trust; and (vi) any tax exemption certificate issued by Income Tax authorities. Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

#### **20. Applications by National Investment Funds**

Application made by a National Invest Fund for Allotment of the NCDs must be accompanied by certified true copies of: (i) a resolution authorising investment and containing operating instructions; and

(ii) specimen signatures of authorized persons. Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

#### **21. Applications cannot be made by:**

- (a) Minors without a guardian name (A guardian may apply on behalf of a minor. However, the name of the guardian will need to be mentioned on the Application Form);
- (b) Foreign nationals;
- (c) Persons resident outside India;
- (d) Foreign Institutional Investors;
- (e) Non Resident Indians;
- (f) Qualified Foreign Investors;
- (g) Overseas Corporate Bodies;
- (h) Foreign Venture Capital Funds;
- (i) Persons ineligible to contract under applicable statutory/ regulatory requirements.

*The Registrar shall verify the above on the basis of the records provided by the Depositories based on the DP ID and Client ID provided by the Applicants in the Application Form and uploaded onto the electronic system of the Stock Exchanges by the Designated Intermediaries.*

#### **22. Payment instructions**

An Applicant shall specify details of the ASBA Account Number in the Application Form and the relevant SCSB shall block an amount equivalent to the Application Amount in the ASBA Account specified in the Application Form. Upon receipt of intimation from the Registrar to the Tranche I Issue, the SCSBs shall, on the Designated Date, transfer such blocked amount from the ASBA Account to the Public Issue Account in terms of the Public Issue Account Agreement. The balance amount remaining after the finalisation of the Basis of Allotment shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB within 6 (six) Working Days of the Tranche I Issue Closing Date. The Application Amount shall remain blocked in the ASBA Account until transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Tranche I Issue or until rejection of the Application, as the case may be.

#### **23. Additional information for Applicants**

Application Forms submitted by Applicants whose beneficiary accounts are inactive shall be rejected.

No separate receipts will be issued for the money blocked on the submission of Application Form. However, the collection centre of the Designated Intermediaries, will acknowledge the receipt of the Application Forms by stamping and returning to the Applicant the acknowledgement slip. This acknowledgement slip will serve as the duplicate of the Application Form for the records of the Applicant.

Applications should be submitted through the Application Form only. In the event that physical Application Forms do not bear the stamp

of the Designated Intermediary or the relevant Designated Branch, they are liable to be rejected.

Application Forms submitted by Applicants shall be for allotment of NCDs only in dematerialized form.

#### **24. Filing of the Shelf Prospectus and Tranche I Prospectus with ROC**

A copy of the Shelf Prospectus and the Tranche I Prospectus has been filed with the ROC in accordance with section 26 and section 31 of the Companies Act, 2013.

#### **25. Pre-Issue Advertisement**

Our Company will issue a statutory advertisement on or before the Tranche I Issue Opening Date. This advertisement will contain the information as prescribed under the SEBI Debt Regulations and Section 30 of the Companies Act, 2013. Material updates, if any, between the date of filing of the Tranche I Prospectus with the ROC and the date of release of this statutory advertisement will be included in the statutory advertisement.

#### **26. Instructions for Filling-up the Application Form General Instructions**

##### **A. General instructions for completing the Application Form**

- Applications must be made in prescribed Application Form only;
- Application Forms must be completed in block letters in English, as per the instructions contained in the Draft Shelf Prospectus, the Shelf Prospectus, the Tranche I Prospectus, the Abridged Prospectus and the Application Form.
- If the Application is submitted in joint names, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the depository account held in joint names.

Applications must be for a minimum of 10 (Ten) NCDs and in multiples of 1 NCD thereafter. For the purpose of fulfilling the requirement of minimum application size of 10 (Ten) NCDs, an Applicant may choose to apply for 10 (Ten) NCDs or more in a single Application Form.

- If the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form. This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form.
- Applications should be made by Karta in case of HUFs. Applicants are required to ensure that the PAN details of the HUF are mentioned and not those of the Karta.
- Thumb impressions and signatures other than in English/Hindi/Gujarati/Marathi or any other languages specified in the 8th Schedule of the Constitution needs to be attested by a Magistrate or Notary Public or a Special Executive Magistrate under his/her seal;
- The Designated Intermediaries or the Designated Branches of the SCSBs, as the case may be, will acknowledge the receipt of the Application Forms by stamping and returning to the Applicants the acknowledgement slip. This acknowledgement slip will serve as the duplicate of the Application Form for the records of the Applicant. Applicants must ensure that the requisite documents are attached to the Application Form prior to submission and receipt of acknowledgement from the relevant Designated Intermediaries or the Designated Branch of the SCSBs, as the case may be.

- Every Applicant should hold a valid PAN and mention the same in the Application Form.
- All Applicants are required to tick the relevant column of “Category of Investor” in the Application Form.
- Applicants should correctly mention the ASBA Account number and ensure that funds equal to the Application Amount are available in the ASBA Account before submitting the Application Form and also ensure that the signature in the Application Form matches with the signature in Applicant’s bank records, otherwise the Application is liable to be rejected
- Applicants must provide details of valid and active DP ID, Client ID and PAN clearly and without error. On the basis of such Applicant’s active DP ID, Client ID and PAN provided in the Application Form, and as entered into the electronic Application system of Stock Exchanges by SCSBs, the Designated Intermediaries, the Registrar will obtain from the Depository the Demographic Details. Invalid accounts, suspended accounts or where such account is classified as invalid or suspended may not be considered for Allotment of the NCDs. If the ASBA Account holder is different from the Applicant, the Application Form should be signed by the ASBA Account holder, in accordance with the instructions provided in the Application Form. Not more than five Applications can be made from one single ASBA Account;
- For Applicants, the Applications in physical mode should be submitted to the SCSBs or a member of the Syndicate or to the Trading Members of the Stock Exchanges on the prescribed Application Form. SCSBs may provide the electronic mode for making Application either through an internet enabled banking facility or such other secured, electronically enabled mechanism for Application and blocking funds in the ASBA Account;
- Application Forms should bear the stamp of the Member of the Syndicate, Trading Member of the Stock Exchanges, Designated Intermediaries and/or Designated Branch of the SCSB. Application Forms which do not bear the stamp will be rejected.

The series, mode of allotment, PAN, demat account no. etc. should be captured by the relevant Designated Intermediaries in the data entries as such data entries will be considered for allotment.

**Applicants should note that neither the Designated Intermediaries nor the SCSBs, as the case may be, will be liable for error in data entry due to incomplete or illegible Application Forms.**

## **27. Electronic Registration of Applications**

- (a) The Designated Intermediaries and Designated Branches of the SCSBs, as the case may be, will register the Applications using the on-line facilities of the Stock Exchanges. Direct Online Applications will be registered by Applicants using the online platform offered by the Stock Exchanges. **The Lead Managers, our Company and the Registrar to the Issue are not responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Applications accepted by the SCSBs, (ii) the Applications uploaded by the SCSBs, (iii) the Applications accepted but not uploaded by the SCSBs, (iv) with respect to Applications accepted and uploaded by the SCSBs without blocking funds in the ASBA Accounts, or (v) any Applications accepted and uploaded and/or not uploaded by the Trading Members of the Stock Exchange or (vi) the Applications accepted by and/or uploaded by and/or accepted but not uploaded by Lead Brokers, Trading Members, Registered Brokers, CDPs, CRTAs and SCSBs who are authorised to collect Application Forms**

In case of apparent data entry error by the Designated Intermediaries or Designated Branches of the SCSBs, as the case may be, in entering the Application Form number in their respective schedules other things remaining unchanged, the Application Form may be considered as valid and such exceptions may be recorded in minutes of the meeting submitted to the Designated Stock Exchanges. However, the series, mode of allotment, PAN, demat account no. etc. should be captured by the relevant Designated Intermediaries or Designated Branches of the SCSBs in the data entries as such data entries will be considered for allotment/rejection of Application.

- (b) The Stock Exchanges will offer an electronic facility for registering Applications for the Tranche I Issue. This facility will be available on the terminals of the Designated Intermediaries and the SCSBs during the Tranche I Issue Period. The Designated Intermediaries can also set up facilities for off-line electronic registration of Applications subject to the condition that they will subsequently upload the off-line data file into the on-line facilities for Applications on a regular basis, and before the expiry of the allocated time on the Tranche I Issue Closing Date. On the Tranche I Issue Closing Date, the Designated Intermediaries and the Designated Branches of the SCSBs shall upload the Applications till such time as may be permitted by the Stock Exchanges. This information will be available with the Designated Intermediaries and the Designated Branches of the SCSBs on a regular basis. Applicants are cautioned that a high inflow of high volumes on the last day of the Tranche I Issue Period may lead to some Applications received on the last day not being uploaded and such Applications will not be considered for allocation. For further information on the Tranche I Issue programme, please refer to “*Issue Structure*” on page 45 of the Tranche I Prospectus.
- (c) With respect to Applications submitted directly to the SCSBs at the time of registering each Application, other than Direct Online Applications, the Designated Branches of the SCSBs shall enter the requisite details of the Applicants in the on-line system including:
- Application Form number
  - PAN (of the first Applicant, in case of more than one Applicant)
  - Investor category and sub-category
  - DP ID
  - Client ID
  - Number of NCDs applied for
  - Price per NCD
  - Bank code for the SCSB where the ASBA Account is maintained
  - Bank account number
  - Application amount
- (d) With respect to Applications submitted to the Designated Intermediaries at the time of registering each Application, the requisite details of the Applicants shall be entered in the on-line system including:
- Application Form number
  - PAN (of the first Applicant, in case of more than one Applicant)
  - Investor category and sub-category
  - DP ID
  - Client ID
  - Number of NCDs applied for
  - Price per NCD

- Bank code for the SCSB where the ASBA Account is maintained
  - Location
  - Application amount
- (e) A system generated acknowledgement will be given to the Applicant as a proof of the registration of each Application. **It is the Applicant's responsibility to obtain the acknowledgement from the Designated Intermediaries and the Designated Branches of the SCSBs, as the case may be. The registration of the Application by the Designated Intermediaries and the Designated Branches of the SCSBs, as the case may be, does not guarantee that the NCDs shall be allocated/ Allotted by our Company. The acknowledgement will be non-negotiable and by itself will not create any obligation of any kind.**
- (f) Applications can be rejected on the technical grounds listed on page 76 of the Tranche I Prospectus or if all required information is not provided or the Application Form is incomplete in any respect.
- (g) The permission given by the Stock Exchanges to use their network and software of the online system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Lead Managers are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Tranche I Prospectus; nor does it warrant that the NCDs will be listed or will continue to be listed on the Stock Exchanges.

**Only Applications that are uploaded on the online system of the Stock Exchanges shall be considered for allocation/ Allotment.** The Lead Managers, Designated Intermediaries and the Designated Branches of the SCSBs shall capture all data relevant for the purposes of finalizing the Basis of Allotment while uploading Application data in the electronic systems of the Stock Exchanges. In order that the data so captured is accurate the, Designated Intermediaries and the Designated Branches of the SCSBs will be given up to one Working Day after the Tranche I Issue Closing Date to modify/ verify certain selected fields uploaded in the online system during the Tranche I Issue Period after which the data will be sent to the Registrar for reconciliation with the data available with the NSDL and CDSL

## **28. Applicants' PAN, Depository Account and Bank Account Details Applicant's Beneficiary Account Details**

Applicants must mention their DP ID and Client ID in the Application Form and ensure that the name provided in the Application Form is exactly the same as the name in which the beneficiary account is held. In case the Application Form is submitted in the first Applicant's name, it should be ensured that the beneficiary account is held in the same joint names and in the same sequence in which they appear in the Application Form. In case the DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the Stock Exchanges do not match with the DP ID, Client ID and PAN available in the Depository database or in case PAN is not available in the Depository database, the Application Form is liable to be rejected. Further, Application Forms submitted by Applicants whose beneficiary accounts are inactive, will be rejected. On the basis of the Demographic details as appearing on the records of the DP, the

Registrar to the Issue will issue Allotment Advice to the Applicants. Hence, Applicants are advised to immediately update their Demographic Details as appearing on the records of the DP and ensure that they are true and correct, and carefully fill in their beneficiary account details in the Application Form. Failure to do so could result in delays in delivery of Allotment Advice at the Applicants' sole risk, and neither our Company, the Lead Managers, Trading Members of the Stock Exchanges, Members of the Syndicate, Designated Intermediaries, Bankers to the Issue, SCSBs, Registrar to the Issue nor the Stock Exchanges will bear any responsibility or liability for the same. In case of Applications made under power of attorney, our Company in its absolute discretion, reserves the right to permit the holder of power of attorney to request the Registrar that for the purpose of printing particulars on the Allotment Advice, the demographic details obtained from the Depository of the Applicant shall be used.

By signing the Application Form, the Applicant would have deemed to have authorized the Depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records. The Demographic Details given by Applicant in the Application Form would not be used for any other purpose by the Registrar to the Issue except in relation to the Tranche I Issue. With effect from August 16, 2010, the beneficiary accounts of Applicants for whom PAN details have not been verified shall be suspended for credit and no credit of Secured NCDs pursuant to the Tranche I Issue will be made into the accounts of such Applicants.

**Application Forms submitted by Applicants whose beneficiary accounts are inactive shall be rejected. Furthermore, in case no corresponding record is available with the Depositories, which matches the three parameters, namely, DP ID, Client ID and PAN, then such Application are liable to be rejected.**

### **C. Permanent Account Number (PAN)**

The Applicant should mention his or her PAN allotted under the IT Act. For minor Applicants, applying through the guardian, it is mandatory to mention the PAN of the minor Applicant. However, Applications on behalf of the central or state government officials and the officials appointed by the courts in terms of a SEBI circular dated June 30, 2008 and Applicants residing in the state of Sikkim who in terms of a SEBI circular dated July 20, 2006 may be exempt from specifying their PAN for transacting in the securities market. In accordance with Circular No. MRD/ DOP/Cir-05/2007 dated April 27, 2007 issued by SEBI, the PAN would be the sole identification number for the participants transacting in the securities market, irrespective of the amount of transaction. **Any Application Form, without the PAN is liable to be rejected, irrespective of the amount of transaction. It is to be specifically noted that the Applicants should not submit the general index register number i.e. GIR number instead of the PAN as the Application is liable to be rejected on this ground.**

However, the exemption for the central or state government and the officials appointed by the courts and for investors residing in the State of Sikkim is subject to the Depository Participants' verifying the veracity of such claims by collecting sufficient documentary evidence in support of their claims. At the time of ascertaining the validity of these Applications, the Registrar to the Issue will check under the Depository records for the appropriate description under the PAN field i.e. either Sikkim category or exempt category.

### **Other Instructions**

#### **29. Joint Applications**

Applications made in joint names (not exceeding three). In the case of joint Applications, all payments will be made out in favour of the first Applicant. All communications will be addressed to first named

in the Application whose name appears in the Application Form and at the address mentioned therein. If the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form. This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form.

### 30. Additional/ Multiple Applications

An Applicant is allowed to make one or more Applications for the NCDs, subject to a minimum application size of ₹ 10,000/- and in multiples of ₹ 1,000 thereafter as specified in the Tranche I Prospectus. **Any Application for an amount below the aforesaid minimum application size will be deemed as an invalid application and shall be rejected.** Any Application made by any person in his individual capacity and an Application made by such person in his capacity as a karta of a HUF and/or as Applicant (second or third Applicant), shall not be deemed to be a multiple Application. For the purposes of allotment of NCDs under the Tranche I Issue, Applications shall be grouped based on the PAN, i.e. Applications under the same PAN shall be grouped together and treated as one Application. Two or more Applications will be deemed to be multiple Applications if the sole or first Applicant is one and the same. For the sake of clarity, two or more applications shall be deemed to be a multiple Application for the aforesaid purpose if the PAN number of the sole or the first Applicant is one and the same.

### Do's and Don'ts

Applicants are advised to take note of the following while filling and submitting the Application Form:

#### 31. Do's

1. Check if you are eligible to apply as per the terms of the Draft Shelf Prospectus, the Shelf Prospectus, the Tranche I Prospectus and applicable law;
2. Read all the instructions carefully and complete the Application Form in the prescribed form;
3. Ensure that you have obtained all necessary approvals from the relevant statutory and/or regulatory authorities to apply for, subscribe to and/or seek Allotment of NCDs pursuant to the Tranche I Issue;
4. Ensure that the DP ID and Client ID and PAN mentioned in the Application Form, which shall be entered into the electronic system of the Stock Exchange are correct and match with the DP ID, Client ID and PAN available in the Depository database. Ensure that the DP ID and Client ID are correct and beneficiary account is activated. The requirement for providing Depository Participant details shall be mandatory for all Applicants;
5. Ensure that you have mentioned the correct ASBA Account number in the Application Form;
6. Ensure that the Application Form is signed by the ASBA Account holder in case the Applicant is not the ASBA account holder;
7. Ensure that you have funds equal to the Application Amount in the ASBA Account before submitting the Application Form to the respective Designated Branch of the SCSB, or to the Designated Intermediaries, as the case may be;
8. Ensure that the Application Forms are submitted at the Designated Branches of SCSBs or the Bidding Centres provided in the Application Forms, bearing the stamp of the relevant Designated Intermediaries/Designated branch of the SCSB as the case may be;

9. Before submitting the Application Form with the Designated Intermediaries ensure that the SCSB, whose name has been filled in the Application Form, has named a branch in that relevant Bidding Centre;
10. Ensure that you have been given an acknowledgement as proof of having accepted the Application Form;
11. In case of any revision of Application in connection with any of the fields which are not allowed to be modified on the electronic application platform of the Stock Exchanges as per the procedures and requirements prescribed by each relevant Stock Exchanges, ensure that you have first withdrawn your original Application and submit a fresh Application. For instance, as per the notice No: 20120831-22 dated August 31, 2012 issued by the BSE, fields namely, quantity, series, application no., sub-category codes will not be allowed for modification during the Tranche I Issue. In such a case the date of the fresh Application will be considered for date priority for allotment purposes;
12. Ensure that signatures other than in the languages specified in the 8th Schedule to the Constitution of India is attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
13. Ensure that you mention your PAN in the Application Form. In case of joint Applicants, the PAN of all the Applicants should be provided, and for HUFs, PAN of the HUF should be provided. Any Application Form without the PAN is liable to be rejected. Applicants should not submit the GIR Number instead of the PAN as the Application is liable to be rejected on this ground;
14. In case of an HUF applying through its Karta, the Applicant is required to specify the name of an Applicant in the Application Form as 'XYZ Hindu Undivided Family applying through PQR', where PQR is the name of the Karta. However, the PAN number of the HUF should be mentioned in the Application Form and not that of the Karta;
15. Ensure that the Applications are submitted to the Designated Intermediaries, or Designated Branches of the SCSBs, as the case may be, before the closure of application hours on the Tranche I Issue Closing Date. For further information on the Tranche I Issue programme, please refer to "**Issue Structure**" on page 45 of the Tranche I Prospectus.
16. **Permanent Account Number:** Except for Application (i) on behalf of the central or state government and officials appointed by the courts, and (ii) (subject to SEBI circular dated April 3, 2008) from the residents of the state of Sikkim, each of the Applicants should provide their PAN. Application Forms in which the PAN is not provided will be rejected. The exemption for the central or state government and officials appointed by the courts and for investors residing in the state of Sikkim is subject to (a) the demographic details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the demographic details evidencing the same;
17. Ensure that if the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form. This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form;

18. All Applicants are requested to tick the relevant column “Category of Investor” in the Application Form.

In terms of SEBI Circular no. CIR/CFD/DIL/1/2013 dated January 2, 2013, SCSBs making applications on their own account using ASBA facility, should have a separate account in their own name with any other SEBI registered SCSB. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account.

**SEBI Circular No. CIR/DDHS/P/121/2018 dated August 16, 2018 stipulating the time between closure of the Tranche I Issue and listing at 6 (six) Working Days. In order to enable compliance with the above timelines, investors are advised to use ASBA facility only to make payment.**

**32. Don'ts:**

1. Do not apply for lower than the minimum application size;
2. Do not pay the Application Amount in cash, by cheque, by money order or by postal order or by stock invest;
3. Do not send Application Forms by post instead submit the same to the Designated Intermediaries or Designated Branches of the SCSBs, as the case may be;
4. Do not submit the Application Form to any non-SCSB bank or our Company.
5. Do not submit an Application Form that does not have the stamp of the relevant Designated Intermediary or the Designated Branch of the SCSB, as the case may be.
6. Do not fill up the Application Form such that the NCDs applied for exceeds the Tranche I Issue size and/or investment limit or maximum number of NCDs that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
7. Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground;
8. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
9. Do not submit the Application Forms without ensuring that funds equivalent to the entire Application Amount are available for blocking in the relevant ASBA Account;
10. Do not submit Applications on plain paper or on incomplete or illegible Application Forms;
11. Do not apply if you are not competent to contract under the Indian Contract Act, 1872;
12. Do not submit an Application in case you are not eligible to acquire NCDs under applicable law or your relevant constitutional documents or otherwise;
13. Do not submit Application Forms to a Designated Intermediary at a location other than Collection Centers;
14. Do not submit an Application that does not comply with the securities law of your respective jurisdiction;
15. Do not apply if you are a person ineligible to apply for NCDs under the Tranche I Issue including Applications by persons resident outside india, NRI (*inter-alia* including NRIs who are
  - (i) based in the USA, and/or, (ii) domiciled in the USA, and/ or, (iii) residents/citizens of the USA, and/or, (iv) subject to any taxation laws of the USA); and Do not make an application of the NCD on multiple copies taken of a single form.

17. Payment of Application Amount in any mode other than through blocking of Application Amount in the ASBA Accounts shall not be accepted in the Tranche I Issue; and

18. Do not submit more than five Application Forms per ASBA Account.

**Kindly note that Applications submitted to the Designated Intermediaries will not be accepted if the SCSB where the ASBA Account, as specified in the Application Form, is maintained has not named at least one branch at that location for the Designated Intermediaries to deposit such Application Forms. (A list of such branches is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>).**

**Please refer to “Rejection of Applications” on page 76 of the Tranche I Prospectus for information on rejection of Applications.**

**33. Submission of Application Forms**

For details in relation to the manner of submission of Application Forms, see the section titled “*Issue Procedure – Methods of Application*” at page 74 of the Tranche I Prospectus.

**34. Communications**

All future communications in connection with Applications made in the Tranche I Issue (except the Applications made through the Trading Members of the Stock Exchanges) should be addressed to the Registrar to the Issue with a copy to the relevant SCSB, quoting the full name of the sole or first Applicant, Application Form number, Applicant’s DP ID and Client ID, Applicant’s PAN, number of NCDs applied for, date of the Application Form, name and address of the Designated Intermediaries, or Designated Branch, as the case may be, where the Application was submitted and, ASBA Account number in which the amount equivalent to the Application Amount was blocked. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant SCSB. Applicants may contact the Lead Managers, our Compliance Officer and Company Secretary or the Registrar to the Issue in case of any pre-Tranche I Issue or post-Tranche I Issue related problems such as non-receipt of Allotment Advice or credit of NCDs in the respective beneficiary accounts, as the case may be.

Grievances relating to Direct Online Applications may be addressed to the Registrar to the Issue, with a copy to the relevant Stock Exchanges.

**35. REJECTION OF APPLICATIONS**

Applications would be liable to be rejected on the technical grounds listed below or if all required information is not provided or the Application Form is incomplete in any respect. The Board of Directors and/or any committee of our Company reserves it’s full, unqualified and absolute right to accept or reject any Application in whole or in part and in either case without assigning any reason thereof.

Application may be rejected on one or more technical grounds, including but not restricted to:

- (i) Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);
- (ii) Applications accompanied by cash, draft, cheques, money order or any other mode of payment other than amounts blocked in the Applicant’s ASBA Account maintained with an SCSB;
- (iii) Applications not being signed by the sole/joint Applicant(s);
- (iv) Investor Category in the Application Form not being ticked;
- (v) Application Amount blocked being higher or lower than the value of NCDs Applied for. However, our Company may allot

- NCDs up to the number of NCDs Applied for, if the value of such NCDs Applied for exceeds the minimum Application size;
- (vi) Applications where a registered address in India is not provided for the Applicant;
  - (vii) In case of partnership firms (except LLPs), NCDs applied for in the name of the partnership and not the names of the individual partner(s);
  - (viii) Minor Applicants (applying through the guardian) without mentioning the PAN of the minor Applicant;
  - (ix) PAN not mentioned in the Application Form, except for Applications by or on behalf of the central or state government and the officials appointed by the courts and by investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participants. In case of minor Applicants applying through guardian, when PAN of the Applicant is not mentioned;
  - (x) DP ID and Client ID not mentioned in the Application Form;
  - (xi) GIR number furnished instead of PAN;
  - (xii) Applications by OCBs;
  - (xiii) Applications for an amount below the minimum application size;
  - (xiv) Submission of more than five Application per ASBA Account;
  - (xv) Applications by persons who are not eligible to acquire NCDs of our Company in terms of applicable laws, rules, regulations, guidelines and approvals;
  - (xvi) Applications under power of attorney or by limited companies, corporate, trust etc., submitted without relevant documents;
  - (xvii) Applications accompanied by Stockinvest/ cheque/ money order/ postal order/ cash;
  - (xviii) Signature of sole Applicant missing, or, in case of joint Applicants, the Application Forms not being signed by the first Applicant (as per the order appearing in the records of the Depository);
  - (xix) Applications by persons debarred from accessing capital markets, by SEBI or any other regulatory authority.
  - (xx) Date of birth for first/sole Applicant (in case of Category III) not mentioned in the Application Form.
  - (xxi) Application Forms not being signed by the ASBA Account holder, if the account holder is different from the Applicant
  - (xxii) Signature of the ASBA Account holder on the Application Form does not match with the signature available on the SCSB bank's records where the ASBA Account mentioned in the Application Form is maintained;
  - (xxiii) Application Forms submitted to the Designated Intermediaries or to the Designated Branches of the SCSBs does not bear the stamp of the SCSB and/or the Designated Intermediaries, as the case may be;
  - (xxiv) Applications not having details of the ASBA Account to be blocked;
- In case no corresponding record is available with the Depositories that matches three parameters namely, DP ID, Client ID and PAN or if PAN is not available in the Depository database;
- (xxv) Inadequate funds in the ASBA Account to enable the SCSB to block the Application Amount specified in the Application Form at the time of blocking such Application Amount in the ASBA Account or no confirmation is received from the SCSB for blocking of funds;
  - (xxvii) SCSB making an Application (a) through an ASBA account maintained with its own self or (b) through an ASBA Account maintained through a different SCSB not in its own name or (c) through an ASBA Account maintained through a different SCSB in its own name, where clear demarcated funds are not present or (d) through an ASBA Account maintained through a different SCSB in its own name which ASBA Account is not utilised solely for the purpose of applying in public issues;
  - (xxviii) Applications for amounts greater than the maximum permissible amount prescribed by the regulations and applicable law;
  - (xxix) Authorization to the SCSB for blocking funds in the ASBA Account not provided;
  - (xxx) Applications by persons prohibited from buying, selling or dealing in shares, directly or indirectly, by SEBI or any other regulatory authority;
  - (xxxi) Applications by any person outside India;
  - (xxxii) Applications by other persons who are not eligible to apply for NCDs under the Tranche I Issue under applicable Indian or foreign statutory/regulatory requirements;
  - (xxxiii) Applications not uploaded on the online platform of the Stock Exchanges;
  - (xxxiv) Applications uploaded after the expiry of the allocated time on the Tranche I Issue Closing Date, unless extended by the Stock Exchanges, as applicable;
  - (xxxv) Application Forms not delivered by the Applicant within the time prescribed as per the Application Form and the Tranche I Prospectus and as per the instructions in the Application Form, the Draft Shelf Prospectus, the Shelf Prospectus and the Tranche I Prospectus;
  - (xxxvi) Applications by Applicants whose demat accounts have been 'suspended for credit' pursuant to the circular issued by SEBI on July 29, 2010 bearing number CIR/MRD/DP/22/2010;
  - (xxxvii) Where PAN details in the Application Form and as entered into the electronic system of the Stock Exchanges, are not as per the records of the Depositories;
  - (xxxviii) Applications providing an inoperative demat account number;
  - (xxxix) Applications submitted to the Designated Intermediaries, at locations other than the Specified Cities or at a Designated Branch of a SCSB where the ASBA Account is not maintained, and Applications submitted directly to the Public Issue Account Bank (assuming that such bank is not a SCSB), to our Company or the Registrar to the Issue;
  - (xl) Category not ticked;
  - (xli) Forms not uploaded on the electronic software of the Stock Exchanges; and/or
  - (xlii) In case of cancellation of one or more orders within an Application, leading to total order quantity falling under the minimum quantity required for a single Application.
- Kindly note that Applications submitted to the Lead Managers, or Trading Members of the Stock Exchanges, Members of the Syndicate, Designated Intermediaries at the Specified Cities will not be accepted if the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has not named at least one branch at that Specified City for the Lead Managers, or Trading Members of the Stock Exchanges, Members of the Syndicate, Designated Intermediaries, as the case may be, to deposit Applications.**

**36. Mode of making refunds**

The mode of refund payments may be undertaken in the following modes:

**i. Direct Credit**

Investors having their bank account with the Refund Bank, shall be eligible to receive refunds, if any, through direct credit. The refund amount, if any, would be credited directly to their bank account with the Refund Banker.

**ii. NACH**

National Automated Clearing House which is a consolidated system of ECS. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including Magnetic Ink Character Recognition (MICR) code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.

**iii. RTGS**

Applicants having a bank account with a participating bank and whose interest payment / redemption amounts exceed ₹ 200,000, or such amount as may be fixed by RBI from time to time, have the option to receive refund through RTGS. Such eligible Applicants who indicate their preference to receive interest payment / redemption through RTGS are required to provide the IFSC code in the Application Form or intimate our Company and the Registrar to the Issue at least seven days prior to the Record Date. Charges, if any, levied by the Applicant's bank receiving the credit would be borne by the Applicant. In the event the same is not provided, interest payment / redemption shall be made through NACH subject to availability of complete bank account details for the same as stated above.

**iv. NEFT**

Payment of interest / redemption shall be undertaken through NEFT wherever the Applicants' banks have been assigned the Indian Financial System Code ("IFSC"), which can be linked to a Magnetic Ink Character Recognition ("MICR"), if any, available to that particular bank branch. The IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Applicants have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of interest / redemption will be made to the applicants through this method.

The Registrar shall instruct the relevant SCSB to unblock the funds in the relevant ASBA Account to the extent of the Application Amount specified in the Application Forms for withdrawn, rejected or unsuccessful or partially successful Applications within 5 (five) Working Days of the Tranche I Issue Closing Date.

Our Company and the Registrar shall credit the allotted NCDs to the respective beneficiary accounts, within 5 (five) Working Days from the Tranche I Issue Closing Date. Further,

- (a) Allotment of NCDs in the Tranche I Issue shall be made within a time period of 4 (four) Working Days from the Tranche I Issue Closing Date;
- (b) Credit to dematerialised accounts will be given within one Working Day from the Date of Allotment;
- (c) Interest at a rate of 15% per annum will be paid if the Allotment has not been made and/or the refund has not been effected within 5 (five) Working Days from the Tranche I Issue Closing Date, for the delay beyond 5 (five) Working Days; and
- (d) Our Company will provide adequate funds to the Registrar for this purpose.

**37. Retention of oversubscription**

Our Company shall have the option to retain oversubscription up to ₹ 6,500 million.

**38. Basis of Allotment**

The Registrar to the Issue will aggregate the Applications based on the Applications received through an electronic book from the Stock Exchange and determine the valid Applications for the purpose of drawing the Basis Of Allotment. Grouping of the Applications received will be then done in the following manner:

**Grouping of Applications and allocation ratio**

For the purposes of the basis of allotment of Secured NCDs:

- A. Applications received from Category I Applicants: Applications received from Applicants belonging to Category I shall be grouped together, ("**Institutional Portion**");
- B. Applications received from Category II Applicants: Applications received from Applicants belonging to Category II, shall be grouped together, ("**Non-Institutional Portion**").
- C. Applications received from Category III Applicants: Applications received from Applicants belonging to Category III shall be grouped together, ("**High Net Worth Individual Investors Portion**").
- D. Applications received from Category IV Applicants: Applications received from Applicants belonging to Category IV shall be grouped together, ("**Retail Individual Investors Portion**").

For removal of doubt, the terms "**Institutional Portion**", "**Non-Institutional Portion**", "**High Net Worth Individual Investors Portion**" and "**Retail Individual Investors Portion**" are individually referred to as "**Portion**" and collectively referred to as "**Portions**".

For the purposes of determining the number of Secured NCDs available for allocation to each of the abovementioned Portions, our Company shall have the discretion of determining the number of NCDs to be Allotted over and above the Base Issue, in case our Company opts to retain any oversubscription in the Tranche I Issue up to the Tranche I Issue Limit i.e. aggregating up to ₹ 7,500 million. The aggregate value of Secured NCDs decided to be Allotted over and above the Base Issue, (in case our Company opts to retain any oversubscription in the Tranche I Issue), and/or the aggregate value of NCDs up to the Base Issue shall be collectively termed as the "Tranche I Issue Limit".

**39. Basis of Allotment for Secured NCDs Allocation Ratio:**

Institutional Portion	Non-Institutional Portion	High Net Worth Individual Investors Portion	Retail Individual Investors Portion
20%	20%	30%	30%

**(a) Allotments in the first instance:**

- (i) Applicants belonging to the Institutional Portion, in the first instance, will be allocated Secured NCDs upto 20% of Overall Tranche

I Issue Size on first come first serve basis which would be determined on the date of upload of their Applications in to the electronic platform of the Stock Exchange;

(ii) Applicants belonging to the Non-Institutional Portion, in the first instance, will be allocated Secured NCDs upto 20% of Overall Tranche I Issue Size on first come first serve basis which would be determined on the date of upload of their Applications in to the electronic platform of the Stock Exchange;

(iii) Applicants belonging to the High Net Worth Individual Investors Portion, in the first instance, will be allocated Secured NCDs upto 30% of Overall Tranche I Issue Size on first come first serve basis which would be determined on the date of upload of their Applications in to the electronic platform of the Stock Exchange;

(iv) Applicants belonging to the Retail Individual Investors Portion, in the first instance, will be allocated Secured NCDs upto 30% of Overall Tranche I Issue Size on first come first serve basis which would be determined on the date of upload of their Applications in to the electronic platform of the Stock Exchange;

Allotments, in consultation with the Designated Stock Exchange, shall be made on date priority basis i.e. a first-come first-serve basis, based on the date of upload of each Application in to the Electronic Book with Stock Exchange, in each Portion subject to the Allocation Ratio indicated at the section titled “*Issue Procedure – Basis of Allotment – Allotments in the first instance*” at page 79 of the Tranche I Prospectus.

As per the SEBI circular dated October 29, 2013, the allotment in the Tranche I Issue is required to be made on the basis of date of upload of each application into the electronic book of the Stock Exchange. However, on the date of oversubscription, the allotments should be made to the applicants on proportionate basis.

**(b) Under Subscription:** If there is any under subscription in any Category, priority in Allotments will be given to the Retail Individual Investors Portion, High Net Worth Individual Investors Portion, and balance, if any, shall be first made to applicants of the Non Institutional Portion, followed by the Institutional Portion on a first come first serve basis, on proportionate basis.

For each Category, all Applications uploaded on the same day onto the electronic platform of the Stock Exchange would be treated at par with each other. Allotment would be on proportionate basis, where Secured NCDs uploaded into the platform of the Stock Exchange on a particular date exceeds Secured NCDs to be Allotted for each portion respectively.

(d) Minimum Allotments of 1 Secured NCD and in multiples of 1 Secured NCD thereafter would be made in case of each valid Application to all Applicants.

**(e) Allotments in case of oversubscription:** In case of an oversubscription, allotments to the maximum extent, as possible, will be made on a first-come first-serve basis and thereafter on proportionate basis, i.e. full allotment of the Secured NCDs to the Applicants on a first come first basis up to the date falling 1 (one) day prior to the date of oversubscription and proportionate allotment of Secured NCDs to the applicants on the date of oversubscription (based on the date of upload of each Application on the electronic platform of the Stock Exchange, in each Portion).

**(f) Proportionate Allotments:** For each Portion, on the date of oversubscription:

(i) Allotments to the Applicants shall be made in proportion to their respective Application size, rounded off to the nearest integer.

(ii) If the process of rounding off to the nearest integer results in the actual allocation of Secured NCDs being higher than the Tranche I

Issue size, not all Applicants will be allotted the number of Secured NCDs arrived at after such rounding off. Rather, each Applicant whose Allotment size, prior to rounding off, had the highest decimal point would be given preference.

(iii) In the event, there are more than one Applicant whose entitlement remain equal after the manner of distribution referred to above, our Company will ensure that the basis of allotment is finalised by draw of lots in a fair and equitable manner.

**(g) Applicant applying for more than one Options of Secured NCDs:**

If an Applicant has applied for more than one Option of Secured NCDs and in case such Applicant is entitled to allocation of only a part of the aggregate number of Secured NCDs applied for, the Option-wise allocation of Secured NCDs to such Applicants shall be in proportion to the number of Secured NCDs with respect to each Options, applied for by such Applicant, subject to rounding off to the nearest integer, as appropriate in consultation with the Lead Manager and the Designated Stock Exchange. Further, in the aforesaid scenario, wherein the Applicant has applied for all the nine Options and in case such Applicant cannot be allotted all the nine series, then the Applicant would be allotted Secured NCDs, at the discretion of the Company, the Registrar and the Lead Managers wherein the Secured NCDs with the least tenor i.e. Allotment of Secured NCDs with tenor of 24 months followed by Allotment of Secured NCDs with tenor of 38 months and so on.

**(h) Unblocking of Funds for withdrawn, rejected or unsuccessful or partially successful Applications:** The Registrar shall, pursuant to preparation of Basis of Allotment, instruct the relevant SCSB to unblock the funds in the relevant ASBA Account for withdrawn, rejected or unsuccessful or partially successful Applications within 6 (six) Working Days of the Tranche I Issue Closing Date.

All decisions pertaining to the basis of allotment of Secured NCDs pursuant to the Tranche I Issue shall be taken by our Company in consultation with the Lead Managers and the Designated Stock Exchanges and in compliance with the aforementioned provisions of the Tranche I Prospectus. Any other queries / issues in connection with the Applications will be appropriately dealt with and decided upon by our Company in consultation with the Lead Managers.

Our Company would allot Option IV Secured NCDs to all valid applications, wherein the applicants have selected only Secured NCDs, but have not indicated their choice of the relevant options of the Secured NCDs (Option I, Option II, Option III, Option IV, Option V, Option VI, Option VII, Option VIII or Option IX).

Applications where the Application Amount received is greater than the minimum Application Amount, and the Application Amount paid does not tally with the number of NCDs applied for may be considered for Allotment, to the extent of the Application Amount paid rounded down to the nearest ₹ 1,000.

### **38. Investor Withdrawals and Pre-closure**

**Investor Withdrawal:** Applicants are allowed to withdraw their Applications at any time prior to the Tranche I Issue Closing Date.

**Pre-closure:** Our Company, in consultation with the Lead Managers reserves the right to close the Tranche I Issue at any time prior to the Tranche I Issue Closing Date, subject to receipt of minimum subscription which is 75% of the Base Issue, i.e. ₹ 750 million before the Tranche I Issue Closing Date. Our Company shall allot NCDs with respect to the Applications received at the time of such pre-closure in accordance with the Basis of Allotment as described hereinabove and subject to applicable statutory and/or regulatory requirements.

Further, the Tranche I Issue will also be withdrawn by our Company in the event that the aggregate Applications received for the NCDs



is lesser than the minimum subscription which is 75% of the Base Issue, i.e. ₹ 750 million before the Tranche I Issue Closing Date. In the event of such early closure of the Tranche I Issue, our Company shall ensure that public notice of such early closure is published on or before such early date of closure or the Tranche I Issue Closing Date of the Tranche I Issue, as applicable, through advertisement(s) in all those newspapers in which pre-issue advertisement and advertisement for opening or closure of the Tranche I Issue have been given.

### 39. Undertaking by the Issuer

*Statement by the Board:*

- (a) All monies received pursuant to the Tranche I Issue of Secured NCDs to public shall be transferred to a separate bank account as referred to in sub-section (3) of section 40 of the Companies Act, 2013.
- (b) Details of all monies utilised out of Tranche I Issue referred to in sub-item (a) shall be disclosed under an appropriate separate head in our Balance Sheet indicating the purpose for which such monies had been utilised; and
- (c) Details of all unutilised monies out of issue of Secured NCDs, if any, referred to in sub-item (a) shall be disclosed under an appropriate separate head in our Balance Sheet indicating the form in which such unutilised monies have been invested.
- (d) the details of all utilized and unutilised monies out of the monies collected in the previous issue made by way of public offer shall be disclosed and continued to be disclosed in the balance sheet till the time any part of the proceeds of such previous issue remains unutilized indicating the purpose for which such monies have been utilized, and the securities or other forms of financial assets in which such unutilized monies have been invested;

We shall utilize the Tranche I Issue proceeds only upon allotment of the Secured NCDs, execution of the Debenture Trust Deed as stated in the Tranche I Prospectus and on receipt of the minimum subscription of 75% of the Base Issue and receipt of listing and trading approval from the Stock Exchanges.

- (f) The Tranche I Issue proceeds shall not be utilized towards full or part consideration for the purchase or any other acquisition, *inter alia* by way of a lease, of any immovable property.
- (g) The allotment letter shall be issued, or Application Amount shall be unblocked within 15 days from the closure of the Tranche I Issue or such lesser time as may be specified by SEBI, or else the Application Amount shall be refunded to the applicants forthwith, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period; *Other Undertakings by our Company* Our Company undertakes that:
  - (a) Complaints received in respect of the Tranche I Issue will be attended to by our Company expeditiously and satisfactorily;
  - (b) Necessary cooperation to the relevant credit rating agency(ies) will be extended in providing true and adequate information until the obligations in respect of the Secured NCDs are outstanding;
  - (c) Our Company will take necessary steps for the purpose of getting the Secured NCDs listed within the specified time, i.e., within 6 Working Days of the Tranche I Issue Closing Date;
  - (d) Funds required for dispatch of Allotment Advice will be made available by our Company to the Registrar to the Issue;
  - (e) Our Company will forward details of utilisation of the proceeds of the Tranche I Issue, duly certified by the Statutory Auditor, to the Debenture Trustee;

- (f) Our Company will provide a compliance certificate to the Debenture Trustee on an annual basis in respect of compliance with the terms and conditions of the Tranche I Issue as contained in the Tranche I Prospectus.

Our Company will disclose the complete name and address of the Debenture Trustee in its annual report

### 40. Utilisation of Application Amounts

The sum received in respect of a Tranche I Issue will be kept in separate bank accounts and we will have access to such funds as per applicable provisions of law(s), regulations and approvals.

### 41. Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of section 38 of the Companies Act, 2013, which is reproduced below:

*“Any person who:*

- (a) *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- (b) *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (c) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447.”*

### 42. Listing

The NCDs proposed to be offered in pursuance of the Shelf Prospectus and the Tranche I Prospectus will be listed on the BSE. We have received the in-principle approval dated February 05, 2019 from the BSE. The application for listing of the NCDs will be made to the Stock Exchange at an appropriate stage.

If permissions to deal in and for an official quotation of our NCDs are not granted by the Stock Exchange, our Company will forthwith repay, without interest, all moneys received from the applicants in pursuance of the Tranche I Prospectus. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange are taken within 6 (six) Working Days from the date of Allotment.

For the avoidance of doubt, it is hereby clarified that in the event of non subscription to any one or more of the Options, such NCDs with Option(s) shall not be listed.

## TERMS OF THE ISSUE

### 43. Authority for the Tranche I Issue

At the meeting of the Board of Directors of our Company, held on May 16, 2018, the Directors approved the issuance to the public of secured redeemable non-convertible debentures of face value of ₹ 1,000 and unsecured redeemable non-convertible debentures of face value of ₹ 1,000 each, aggregating up to ₹ 60,000 million.

The present Issue through the Shelf Prospectus of Secured NCDs of face value of ₹ 1,000 for an amount upto ₹ 40,000 million (“**Shelf Limit**”), hereinafter called the “**Issue**” was approved by NCD Committee meeting dated January 09, 2019.

The present Tranche I Issue through the Tranche I Prospectus of Secured NCDs with a base issue size of ₹ 1,000 million, with an option to retain oversubscription up to an amount of ₹ 6,500 million, aggregating up to ₹ 7,500 million, was approved by the NCD Committee at its meeting dated February 05, 2019.

Further, the present borrowing is within the borrowing limits under Section 180(1)(c) of the Companies Act, 2013 duly approved by the shareholders' vide their resolution dated September 25, 2014.

#### **44. Principal terms and conditions of the Tranche I Issue**

The NCDs being offered as part of the Tranche I Issue are subject to the provisions of the SEBI Debt Regulations, the relevant provisions of the Companies Act and the Companies Act, 2013, as on the date of the Tranche I Prospectus, our Memorandum and Articles of Association, the terms of the Tranche I Prospectus, the Shelf Prospectus, the terms and conditions of the Debenture Trust Agreement and the Debenture Trust Deed, other applicable statutory and/or regulatory requirements including those issued from time to time by SEBI/ the GoI/ Stock Exchanges/ RBI, and/or other statutory/regulatory authorities relating to the offer, issue and listing of securities and any other documents that may be executed in connection with the NCDs.

#### **45. Ranking of the Secured NCDs**

The Secured NCDs would constitute secured obligations of ours and shall rank pari passu inter se, and subject to any obligations under applicable statutory and/or regulatory requirements, shall also, with regard to the amount invested, be secured by way of a first pari passu charge on the identified immovable property and first pari passu charge on current assets, book debts, loans and advances, and receivables including gold loan receivables, both present and future.

The Secured NCDs proposed to be issued under the Tranche I Issue and all earlier issues of debentures outstanding in the books of our Company having corresponding assets as security, shall rank pari passu without preference of one over the other except that priority for payment shall be as per applicable date of redemption. The Company is required to obtain permissions / consents from the prior creditors in favour of the debenture trustee for creation of such pari passu charge. The Company had applied to the prior creditors for such permissions / consents and has obtained all permissions / consents from such creditors thereby enabling it to file the Shelf Prospectus and the Tranche I Prospectus.

#### **46. Debenture Redemption Reserve**

Section 71 of the Companies Act, 2013, read with Rule 18 made under Chapter IV of the Companies Act, 2013, requires that any company that intends to issue debentures must create a DRR for the purpose of redemption of debentures, in accordance with the following conditions:

(a) the DRR shall be created out of the profits of the company available for payment of dividend, (b) the DRR shall be equivalent to at least 25% of the value of the outstanding debentures issued through the public issue in accordance with the SEBI Debt Regulations in case of NBFCs registered with the RBI and no DRR is required in the case of privately placed debentures. Accordingly, our Company is required to create a DRR of 25% of the value of the outstanding NCDs issued through the Tranche I Issue. In addition, as per Rule 18 (7) (e) under Chapter IV of the Companies Act, 2013, the amounts credited to DRR shall not be utilised by our Company except for the redemption of the NCDs. Every company required to create or maintain DRR shall before the 30th day of April of each year, deposit or invest, as the case may be, a sum which shall not be less than 15% of the amount of its debentures maturing during the year ending on the 31st day of March, following any one or more of the following methods: (a) in deposits with any scheduled bank, free from charge or lien; (b) in unencumbered securities of the Central Government or of any State Government; (c) in unencumbered securities mentioned in clauses (a) to (d) and (ee) of section 20 of the Indian Trusts Act, 1882; (d) in unencumbered bonds issued by any other company which is notified under clause (f) of section 20 of the Indian Trusts Act, 1882. The

amount deposited or invested, as the case may be, shall not be utilised for any purpose other than for the repayment of debentures maturing during the year referred to above, provided that the amount remaining deposited or invested, as the case may be, shall not at any time fall below 15% of the amount of debentures maturing during the 31st day of March of that year. This may have a bearing on the timely redemption of the NCDs by our Company.

#### **47. Face Value**

The face value of each of the Secured NCDs shall be ₹ 1,000.00.

#### **48. NCD Holder not a shareholder**

The NCD Holders will not be entitled to any of the rights and privileges available to the equity and/or preference shareholders of our Company, except to the extent as may be prescribed under the Companies Act, 2013, the SEBI LODR Regulations and any other applicable law.

#### **49. Rights of the Secured NCD Holders**

Some of the significant rights available to the Secured NCD Holders are as follows:

1. The Secured NCDs shall not, except as provided in the Companies Act, 2013 to the extent applicable as on the date of the Tranche I Prospectus, confer upon the Secured NCD Holders thereof any rights or privileges available to our members including the right to receive notices, or to attend and/or vote, at our general meeting. However, if any resolution affecting the rights attached to the Secured NCDs is to be placed before the members, the said resolution will first be placed before the concerned registered Secured NCD Holders for their consideration. In terms of section 136 of the Companies Act, the Secured NCD Holders shall be entitled to inspect a copy of the balance sheet and copy of trust deed at the registered office of the Company during business hours.
2. Subject to applicable statutory/ regulatory requirements, including requirements of the RBI, the rights, privileges and conditions attached to the Secured NCDs may be varied, modified and/or abrogated with the consent in writing of the holders of at least three-fourths of the outstanding amount of the Secured NCDs or with the sanction of a special resolution passed at a meeting of the concerned Secured NCD Holders, provided that nothing in such consent or resolution shall be operative against us, where such consent or resolution modifies or varies the terms and conditions governing the Secured NCDs, if the same are not acceptable to us.
3. Secured NCDs held in dematerialised form, the person for the time being appearing in the register of beneficial owners of the Depository shall be entitled to vote in respect of such Secured NCDs, either in person or by proxy, at any meeting of the concerned Secured NCD Holders and every such Secured NCD Holder shall be entitled to one vote on a show of hands and on a poll, his/her voting rights on every resolution placed before such meeting of the Secured NCD Holders shall be in proportion to the outstanding nominal value of Secured NCDs held by him/her.
4. The Secured NCDs are subject to the provisions of the SEBI Debt Regulations, the Companies Act, applicable provisions of the Companies Act, 2013, our Memorandum and Articles of Association, the terms of this Tranche I Prospectus, the Shelf Prospectus, the terms and conditions of the Debenture Trust Deed, requirements of the RBI, other applicable statutory and/or regulatory requirements relating to the issue and listing, of securities and any other documents that may be executed in connection with the Secured NCDs.

5. For Secured NCDs in dematerialized form, all interest and principal sums becoming due and payable in respect of the Secured NCDs will be paid to the person for the time being appearing in the register of beneficial owners of the Depository. In terms of Section 88(3) of the Companies Act, 2013, the register of beneficial owners maintained by a Depository for any Secured NCDs in dematerialized form under Section 11 of the Depositories Act shall be deemed to be a register of debenture holders for this purpose. The same shall be maintained at the Registered Office of the Issuer under Section 94 of the Companies Act, 2013 unless the same has been moved to another location after obtaining the consent of the NCD holders as given thereunder.
6. Subject to compliance with RBI requirements, Secured NCDs can be rolled over only with the consent of the Secured NCD Holders of at least 75.00% of the outstanding amount of the Secured NCDs after providing at least 21 days prior notice for such roll over and in accordance with the SEBI Debt Regulations.

Our Company shall redeem the debt securities of all the debt securities holders, who have not given their positive consent to the roll-over.

The aforementioned rights of the Secured NCD Holders are merely indicative. The final rights of the Secured NCD Holders will be as per the terms of the Tranche I Prospectus, the Shelf Prospectus and the Debenture Trust Deed.

#### **50. Minimum Subscription**

If our Company does not receive the minimum subscription of 75 % of the Base Issue, i.e. ₹ 750 million within the prescribed timelines under Companies Act and any rules thereto, the entire subscription amount shall be refunded to the Applicants within the timelines prescribed under Applicable Law. The refunded subscription amount shall be credited only to the account from which the relevant subscription amount was remitted. In the event, there is a delay, by the Issuer in making the aforesaid refund, the Company will pay interest at the rate of 15% per annum for the delayed period.

Under Section 39(3) of the Companies Act 2013 read with Rule 11(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 if the stated minimum subscription amount is not received within the specified period, the application money received is to be credited only to the bank account from which the subscription was remitted. To the extent possible, where the required information for making such refunds is available with the Company and/or Registrar, refunds will be made to the account prescribed. However, where the Company and/or Registrar does not have the necessary information for making such refunds, the Company and/or Registrar will follow the guidelines prescribed by SEBI in this regard including its circular (bearing CIR/IMD/DF-1/20/2012) dated July 27, 2012.

#### **51. Market Lot and Trading Lot**

The NCDs shall be allotted only in dematerialized form. As per the SEBI Debt Regulations, the trading of the NCDs shall be in dematerialised form only. Since trading of the NCDs is in dematerialised form, the tradable lot is one NCD.

Please note that the NCDs shall cease to trade from the Record Date (for payment of the principal amount and the applicable interest for such NCDs) prior to redemption of the NCDs.

Allotment in the Tranche I Issue will be in electronic form in multiples of one NCD. For details of Allotment see the section titled “*Issue Procedure*” at page 61 of the Tranche I Prospectus.

#### **52. Nomination facility to NCD Holders**

In accordance with section 72 of the Companies Act, 2013, the sole NCD Holder or first NCD Holder, along with other joint NCD

Holders (being individual(s)) may nominate any one person (being an individual) who, in the event of death of the sole holder or all the joint-holders, as the case may be, shall become entitled to the NCDs. A person, being a nominee, becoming entitled to the NCDs by reason of the death of the NCD Holder(s), shall be entitled to the same rights to which he would be entitled if he were the registered holder of the NCD. Where the nominee is a minor, the NCD Holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to the NCDs, in the event of his death, during the minority. A nomination shall stand rescinded upon sale of the NCDs by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. When the NCDs are held by two or more persons, the nominee shall become entitled to receive the amount only on the demise of all such NCD Holders. Fresh nominations can be made only in the prescribed form available on request at our Registered/ Corporate Office, at such other addresses as may be notified by us, or at the office of the Registrar to the Issue or the transfer agent.

NCD Holders are advised to provide the specimen signature of the nominee to us to expedite the transmission of the NCDs to the nominee in the event of demise of the NCD Holders. The signature can be provided in the Application Form or subsequently at the time of making fresh nominations. This facility of providing the specimen signature of the nominee is purely optional.

In accordance with the Section 72 read with Rules under Chapter IV of Companies Act, 2013, any person who becomes a nominee by virtue of the above said Section, shall upon the production of such evidence as may be required by our Board, elect either:

- (a) To register himself or herself as the holder of the NCDs; or
- (b) To make such transfer of the NCDs, as the deceased holder could have done.

NCD Holders who are holding NCDs in dematerialised form need not make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the NCD Holder will prevail. If the NCD Holders require to changing their nominations, they are requested to inform their respective Depository Participant.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the NCDs, and if the notice is not complied with, within a period of 90 days, our Board may thereafter withhold payment of all interests or other monies payable in respect of the NCDs, until the requirements of the notice have been complied with.

A person, being a nominee, becoming entitled to Secured NCDs by reason of the death of the Secured NCD Holder shall be entitled to the same interests and other advantages to which he would have been entitled to if he were the registered Secured NCD Holder except that he shall not, before being registered as a Secured NCD Holder in respect of such Secured NCDs, be entitled in respect of these Secured NCDs to exercise any right conferred by subscription to the same in relation to meetings of the Secured NCD Holders convened by the Company. Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the Secured NCDs, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of interests, bonuses or other monies payable in respect of the said Secured NCDs, until the requirements of the notice have been complied with.

A nomination may be cancelled or varied by nominating any other person in place of the present nominee, by the Secured NCD Holder who has made the nomination, by giving a notice of such cancellation or variation in the prescribed manner as per applicable laws. The

cancellation or variation shall take effect from the date on which the notice of such variation or cancellation is received.

Since the allotment of Secured NCDs will be made only in dematerialized mode, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the Applicant would prevail. If the investors require changing their nomination, they are requested to inform their respective Depository Participant.

**53. Succession**

Where NCDs are held in joint names and one of the joint NCD Holder dies, the survivor(s) will be recognized as the NCD Holder(s). It will be sufficient for our Company to delete the name of the deceased NCD Holder after obtaining satisfactory evidence of his death. Provided, a third person may call on our Company to register his name as successor of the deceased NCD Holder after obtaining evidence such as probate of a will for the purpose of proving his title to the NCDs. In the event of demise of the sole or first holder of the NCDs, our Company will recognise the executors or administrator of the deceased NCD Holders, or the holder of the succession certificate or other legal representative as having title to the NCDs only if such executor or administrator obtains and produces probate or letter of administration or is the holder of the succession certificate or other legal representation, as the case may be, from an appropriate court in India. Our Directors, the Board, any committee of the Board or any other person authorised by the Board in their absolute discretion may, in any case, dispense with production of probate or letter of administration or succession certificate or other legal representation. In case of death of NCD Holders who are holding NCDs in dematerialised form, third person is not required to approach the Company to register his name as successor of the deceased NCD holder. He shall approach the respective Depository Participant of the NCD Holder for this purpose and submit necessary documents as required by the Depository Participant. Where a non-resident Indian becomes entitled to the NCDs by way of succession, the following steps have to be complied with:

1. Documentary evidence to be submitted to the Legacy Cell of the RBI to the effect that the NCDs were acquired by the non-resident Indian as part of the legacy left by the deceased NCD Holder.
2. Proof that the non-resident Indian is an Indian national or is of Indian origin.
3. Such holding by a non-resident Indian will be on a non-repatriation basis.

**54. Jurisdiction**

Exclusive jurisdiction for the purpose of this Tranche I Issue is with the competent courts of jurisdiction in Mumbai, India.

**55. Period of subscription**

<b>TRANCHE I ISSUE OPENS ON</b>	February 14, 2019
<b>TRANCHE I ISSUE CLOSES ON</b>	March 14, 2019

The subscription list shall remain open for subscription on Working Days from 10 A.M. to 5 P.M., during the period indicated above, except that the Tranche I Issue may close on such earlier date or extended date as may be decided by the Board or the NCD Committee. In the event of such an early closure of or extension subscription list of the Tranche I Issue, our Company shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in a national daily newspaper with wide circulation on or before such earlier date or extended date of closure.

Applications Forms for this Tranche I Issue will be accepted only from 10:00 a.m. till 5.00 p.m. (Indian Standard Time) or such extended

time as may be permitted by the Stock Exchange, on Working Days during the Tranche I Issue Period. On the Tranche I Issue Closing Date, Application Forms will be accepted only from 10:00 a.m. till 3.00 p.m. (Indian Standard Time) and uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchange.

Due to limitation of time available for uploading the Applications on the electronic platform of the Stock Exchange on the Tranche I Issue Closing Date, Applicants are advised to submit their Application Forms one day prior to the Tranche I Issue Closing Date and, no later than 3.00 p.m. (Indian Standard Time) on the Tranche I Issue Closing Date. Applicants are cautioned that in the event a large number of Applications are received on the Tranche I Issue Closing Date, there may be some Applications which are not uploaded due to lack of sufficient time to upload. Such Applications that cannot be uploaded will not be considered for allocation under the Tranche I Issue. Application Forms will only be accepted on Working Days during the Tranche I Issue Period. Neither our Company, nor the Members of the Syndicate are liable for any failure in uploading the Applications due to failure in any software/ hardware systems or otherwise. As per the SEBI circular dated October 29, 2013, the allotment in the Tranche I Issue should be made on the basis of date of upload of each application into the electronic book of the Stock Exchange. However, on the date of oversubscription, the allotments should be made to the applicants on proportionate basis.

**56. Restriction on transfer of NCDs**

There are currently no restrictions on transfers and transmission of NCDs and on their consolidation/ splitting except as may be required under applicable statutory and/or regulatory requirements including any RBI requirements and/or as provided in our Articles of Association. Please see the section titled “*Summary of the Key Provisions of the Articles of Association*” at page 239 of the Shelf Prospectus.

**57. Interest and Payment of Interest**

For avoidance of doubt, with respect to Option I, Option II, Option B I for Secured NCDs where interest is to be paid on a monthly basis, relevant interest will be calculated from the first day till the last date of every month during the tenor of such Secured NCDs, and paid on the first day of every subsequent month. For the first interest payment for Secured NCDs under the monthly options, interest from the Deemed Date of Allotment till the last day of the subsequent month will be clubbed and paid on the first day of the month next to that subsequent month. With respect to Option IV, Option V and Option VI where interest is to be paid on an annual basis, relevant interest will be paid on each anniversary of the Deemed Date of Allotment on the face value of the Secured NCDs. The last interest payment under Annual options will be made at the time of redemption of the Secured NCDs.

**A. Interest**

In case of Option I Secured NCDs, interest would be paid on a monthly basis at 9.25% per annum to all categories of investors. Option I Secured NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 24 months from the Deemed Date of Allotment.

In case of Option II Secured NCDs, interest would be paid on a monthly basis at 9.50% per annum to all categories of investors. Option II Secured NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 38 months from the Deemed Date of Allotment.

In case of Option III Secured NCDs, interest would be paid on a monthly basis at 9.75% per annum to all categories of investors.

Option III Secured NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 60 months from the Deemed Date of Allotment.

In case of Option IV Secured NCDs, interest would be paid on an annual basis at 9.50% per annum to all categories of investors. Option IV Secured NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 24 months from the Deemed Date of Allotment.

In case of Option V Secured NCDs, interest would be paid on an annual basis at 9.75% per annum to all categories of investors. Option V Secured NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 38 months from the Deemed Date of Allotment.

In case of Option VI Secured NCDs, interest would be paid on an annual basis at 10.00% per annum to all categories of investors. Option VI Secured NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 60 months from the Deemed Date of Allotment.

Option VII Secured NCDs shall be redeemed at ₹ 1,193.56 for all categories of investors at the end of 24 months from the Deemed Date of Allotment.

Option VIII Secured NCDs shall be redeemed at ₹ 1,333.72 for all categories of investors at the end of 38 months from the Deemed Date of Allotment.

Option IX Secured NCDs shall be redeemed at ₹ 1,592.29 for all categories of investors at the end of 60 months from the Deemed Date of Allotment.

If the date of interest payment falls on the second or fourth Saturday of any month, Sunday or a public holiday in Kochi or Mumbai or any other payment centre notified in terms of the Negotiable Instruments Act, 1881, then interest as due and payable on such day, would be paid on the next Working Day. Payment of interest would be subject to the deduction as prescribed in the I.T. Act or any statutory modification or re-enactment thereof for the time being in force.

*Please note that in case the Secured NCDs are transferred and/or transmitted in accordance with the provisions of the Tranche I Prospectus read with the provisions of the Articles of Association of our Company, the transferee of such Secured NCDs or the deceased holder of Secured NCDs, as the case may be, shall be entitled to any interest which may have accrued on the Secured NCDs subject to such Transferee holding the Secured NCDs on the Record Date.*

## **B. Taxation**

As per clause (ix) of Section 193 of the I.T. Act, no tax is required to be withheld on any interest payable on any security issued by a company, where such security is in dematerialized form and is listed on a recognized stock exchange in India in accordance with the Securities Contracts (Regulation) Act, 1956 (42 of 1956) and the rules made thereunder. Accordingly, no tax will be deducted at source from the interest on listed Secured NCDs held in the dematerialised form.

However in case of Secured NCDs held in physical form, as per the current provisions of the IT Act, tax will not be deducted at source from interest payable on such Secured NCDs held by the investor, if such interest does not exceed ₹ 5,000 in any financial year. If interest exceeds the prescribed limit of ₹ 5,000 on account of interest on the Secured NCDs, then the tax will be deducted at applicable rate. However in case of Secured NCD Holders claiming non-deduction or lower deduction of tax

at source, as the case may be, the Secured NCD Holder should furnish either (a) a declaration (in duplicate) in the prescribed form i.e. (i) Form 15H which can be given by individuals who are of the age of 60 years or more (ii) Form 15G which can be given by all applicants (other than companies, and firms), or (b) a certificate, from the Assessing Officer which can be obtained by all applicants (including companies and firms) by making an application in the prescribed form i.e. Form No.13. The aforesaid documents, as may be applicable, should be submitted at the office of the Registrar quoting the name of the sole/ first Secured NCD Holder, NCD folio number and the distinctive number(s) of the Secured NCD held, at least seven days prior to the Record Date to ensure non-deduction/lower deduction of tax at source from interest on the Secured NCD. The investors need to submit Form 15H/ 15G/certificate in original with the Assessing Officer for each financial year during the currency of the Secured NCD to ensure non-deduction or lower deduction of tax at source from interest on the Secured NCD.

Tax exemption certificate/document, if any, must be lodged at the office of the Registrar at least seven days prior to the Record Date or as specifically required, failing which tax applicable on interest will be deducted at source on accrual thereof in our Company's books and/or on payment thereof, in accordance with the provisions of the IT Act and/or any other statutory modification, enactment or notification as the case may be. A tax deduction certificate will be issued for the amount of tax so deducted.

## **C. Payment of Interest**

For Secured NCDs subscribed under Option I, Option II, Option III, interest is to be paid on a monthly basis, relevant interest will be calculated from the first day till the last date of every month during the tenor of such Secured NCDs, and paid on the first day of every subsequent month. For the first interest payment for Secured NCDs under the monthly options, interest from the Deemed Date of Allotment till the last day of the subsequent month will be clubbed and paid on the first day of the month next to that subsequent month. On Option IV, Option V, Option VI, the relevant interest will be paid on each anniversary of the Deemed Date of Allotment on the face value of the Secured NCD and the last interest payment under annual Options will be made at the time of redemption of the Secured NCDs. The last interest payment for Secured NCDs subscribed under Option I, Option II, Option III, Option IV, Option V and Option VI will be made at the time of redemption of the Secured NCD.

On Option VII, Option VIII and Option IX, NCDs shall be redeemed at the end of 24 months, 38 months and 60 months from the Deemed Date of Allotment.

Amount of interest payable shall be rounded off to the nearest Rupee. If the date of interest payment falls on the second or fourth Saturday on any month, Sunday or a public holiday in Kochi or Mumbai or any other payment centre notified in terms of the Negotiable Instruments Act, 1881, then interest as due and payable on such day, would be paid on the next Working Day. Payment of interest would be subject to the deduction as prescribed in the I.T. Act or any statutory modification or re-enactment thereof for the time being in force.

Interest for each of the interest periods shall be calculated, on the face value of principal outstanding on the Secured NCDs at the applicable Coupon Rate for each Category rounded off to the nearest Rupee and same shall be paid annually. Interest shall be computed on a 365 days-a-year basis on the principal

outstanding on the NCDs. However, if period from deemed date of allotment/anniversary date of allotment till one day prior to next anniversary date/redemption date includes February 29th, interest shall be computed on 366 days a-year basis.

**D. Payment of Interest to Secured NCD Holders**

Payment of interest will be made to (i) in case of Secured NCDs in dematerialised form the persons who for the time being appear in the register of beneficial owners of the Secured NCD as per the Depositories as on the Record Date and (ii) in case of Secured NCDs in physical form, the persons whose names appear in the register of debenture holders maintained by us (or to first holder in case of joint-holders) as on the Record Date.

We may enter into an arrangement with one or more banks in one or more cities for direct credit of interest to the account of the Secured NCD Holders. In such cases, interest, on the interest payment date, would be directly credited to the account of those investors who have given their bank mandate.

We may offer the facility of NACH, NEFT, RTGS, Direct Credit and any other method permitted by RBI and SEBI from time to time to effect payments to Secured NCD Holders. The terms of this facility (including towns where this facility would be available) would be as prescribed by RBI. For further details see the section titled “*Issue Structure - Manner of Payment of Interest / Refund / Redemption*” beginning at pages 54 of the Tranche I Prospectus.

**59. Maturity and Redemption**

For Secured NCDs subscribed under Option I, Option II, Option III, Option IV, Option V, Option VI the relevant interest will be paid in the manner set out in “*Issue Structure- Payment of Interest*” at page 51 of the Tranche I Prospectus. The last interest payment will be made at the time of redemption of the Secured NCD. On Option VII, Option VIII and Option IX shall be redeemed at the end of 24 months, 38 months and 60 months from the Deemed Date of Allotment.

Options	Maturity period/Redemption (as applicable)
I	24 months from the Deemed Date of Allotment
II	38 months from the Deemed Date of Allotment
III	60 months from the Deemed Date of Allotment
IV	24 months from the Deemed Date of Allotment
V	38 months from the Deemed Date of Allotment
VI	60 months from the Deemed Date of Allotment
VII	24 months from the Deemed Date of Allotment
VIII	38 months from the Deemed Date of Allotment
IX	60 months from the Deemed Date of Allotment

**60. Deemed Date of Allotment**

Deemed Date of Allotment shall be the date on which the Board or the NCD Committee of the Board constituted by resolution of the Board dated May 16, 2018 approves the Allotment of the NCDs for the Tranche I Issue. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs shall be available to the Debenture holders from the Deemed Date of Allotment.

**61. Application Size**

Each application should be for a minimum of 10 NCDs and multiples of 1 NCD thereafter (for all options of NCDs, namely Option I, Option II, Option III, Option IV, Option V, Option VI, Option VII, Option VIII and Option IX either taken individually or collectively). The minimum application size for each application for Secured NCDs would be ₹ 10,000.00 and in multiples of ₹ 1,000.00 thereafter.

**Applicants are advised to ensure that applications made by them do not exceed the investment limits or maximum number of Secured NCDs that can be held by them under applicable statutory and or regulatory provisions.**

**62. Terms of Payment**

The entire issue price per NCD, as specified in the Tranche I Prospectus, is blocked in the ASBA Account on application itself. In case of Allotment of lesser number of NCDs than the number of NCDs applied for, our Company shall unblock the excess amount paid on application to the applicant in accordance with the terms of the Tranche I Prospectus.

**63. Record Date**

The Record Date for payment of interest in connection with the Secured NCDs or repayment of principal in connection therewith shall be 15 (fifteen) days prior to the date on which interest is due and payable, and/or the date of redemption. Provided that trading in the Secured NCDs shall remain suspended between the aforementioned Record Date in connection with redemption of Secured NCDs and the date of redemption or as prescribed by the relevant stock exchange(s), as the case may be. In case Record Date falls on a day when stock exchanges are having a trading holiday, the immediate subsequent trading day, or a date notified by the Company to the Stock Exchanges, will be deemed as the Record Date.

**64. Manner of Payment of Interest / Refund / Redemption\***

The manner of payment of interest / refund / redemption in connection with the Secured NCDs is set out below\*:

***For Secured NCDs applied / held in electronic form***

The bank details will be obtained from the Depositories for payment of interest / refund / redemption as the case may be. Applicants who have applied for or are holding the NCDs in electronic form, are advised to immediately update their bank account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in credit of interest / refund / redemption amounts to the Applicant at the Applicant’s sole risk, and neither the Lead Managers our Company nor the Registrar to the Issue shall have any responsibility and undertake any liability for the same.

The Registrar to the Issue will issue requisite instructions to the relevant SCSBs to un-block amounts in the ASBA Accounts of the Applicants representing the amounts to be refunded to the Applicants.

***For Secured NCDs held in physical form due to rematerialisation***

The bank details will be obtained from the Registrar to the Issue for payment of interest / refund / redemption as the case may be.

*\*In the event, the interest / payout of total coupon / redemption amount is a fraction and not an integer; such amount will be rounded off to the nearest integer. By way of illustration if the redemption amount is ₹ 1,837.50, then the amount shall be rounded off to ₹ 1,838.*

The mode of interest / refund / redemption payments shall be undertaken in the following order of preference:

**1. Direct Credit**

Investors having their bank account with the Refund Bank, shall be eligible to receive refunds, if any, through direct credit. The refund amount, if any, would be credited directly to their bank account with the Refund Banker. Interest / redemption amount would be credited directly to the bank accounts of the Investors, if held with the same bank as the Company.

**2. NACH**

National Automated Clearing House which is a consolidated system of ECS. Payment of refund would be done through NACH for Applicants

having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including Magnetic Ink Character Recognition (MICR) code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.

### **3. RTGS**

Applicants having a bank account with a participating bank and whose interest payment/ refund/ redemption amounts exceed ₹ 200,000, or such amount as may be fixed by RBI from time to time, have the option to receive refund through RTGS. Such eligible Applicants who indicate their preference to receive interest payment/ refund/ redemption through RTGS are required to provide the IFSC code in the Application Form or intimate our Company and the Registrar to the Issue at least seven days prior to the Record Date. Charges, if any, levied by the Applicant's bank receiving the credit would be borne by the Applicant. In the event the same is not provided, interest payment/ refund/ redemption shall be made through NACH subject to availability of complete bank account details for the same as stated above.

### **4. NEFT**

Payment of interest/ refunds/ redemption shall be undertaken through NEFT wherever the Applicants' banks have been assigned the Indian Financial System Code ("IFSC"), which can be linked to a Magnetic Ink Character Recognition ("MICR"), if any, available to that particular bank branch. The IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Applicants have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of interest/ refund/ redemption will be made to the applicants through this method.

### **5. Registered Post/Speed Post**

For all other applicants, including those who have not updated their bank particulars with the MICR code, the interest payment / refund / redemption orders shall be dispatched through speed post/ registered post.

Please note that applicants are eligible to receive payments through the modes detailed in (1), (2) (3), and (4) herein above provided they provide necessary information for the above modes and where such payment facilities are allowed / available.

Please note that our Company shall not be responsible to the holder of Secured NCD, for any delay in receiving credit of interest / refund redemption so long as our Company has initiated the process of such request in time.

### **65. Printing of Bank Particulars on Interest Warrants**

As a matter of precaution against possible fraudulent encashment of refund orders and interest/ redemption warrants due to loss or misplacement, the particulars of the Applicant's bank account are mandatorily required to be given for printing on the orders/ warrants. In relation to Secured NCDs applied and held in dematerialized form, these particulars would be taken directly from the depositories. In case of Secured NCDs held in physical form either on account of rematerialisation or transfer, the Secured NCD Holders are advised

to submit their bank account details with our Company/ Registrar to the Issue at least seven days prior to the Record Date failing which the orders/ warrants will be dispatched to the postal address of the Secured NCD Holders as available in the records of our Company either through speed post or registered post.

Bank account particulars will be printed on the orders/ warrants which can then be deposited only in the account specified.

### **66. Loan against Secured NCDs**

As per the RBI circular dated June 27, 2013, the Company is not permitted to extend loans against the security of its debentures issued by way of private placement or public issues. However, if the RBI subsequently permits the extension of loans by NBFCs against the security of its debentures issued by way of private placement or public issues, the Company may consider granting loans against the security of such Secured NCDs, subject to terms and conditions as may be decided by the Company at the relevant time, in compliance with applicable law.

### **67. Buy Back of Secured NCDs**

Our Company may, at its sole discretion, from time to time, consider, subject to applicable statutory and/or regulatory requirements, buy-back the Secured NCDs, upon such terms and conditions as may be decided by our Company.

### **68. Form and Denomination**

In case of Secured NCDs held in physical form, a single certificate will be issued to the Secured NCD Holder for the aggregate amount of the Secured NCDs held ("**Consolidated Certificate**"). The Applicant can also request for the issue of Secured NCD certificates in denomination of one NCD ("**Market Lot**"). In case of NCDs held under different Options by a Secured NCD Holder, separate Consolidated Certificates will be issued to the NCD Holder for the aggregate amount of the Secured NCDs held under each Option.

It is however distinctly to be understood that the Secured NCDs pursuant to this Tranche I Issue shall be traded only in demat form.

In respect of Consolidated Certificates, we will, only upon receipt of a request from the Secured NCD Holder, split such Consolidated Certificates into smaller denominations subject to the minimum of Market Lot. No fees would be charged for splitting of Secured NCD certificates in Market Lots, but stamp duty payable, if any, would be borne by the Secured NCD Holder. The request for splitting should be accompanied by the original NCD certificate which would then be treated as cancelled by us.

**69. Procedure for Redemption by Secured NCD holders** The procedure for redemption is set out below:

#### ***Secured NCDs held in physical form:***

No action would ordinarily be required on the part of the Secured NCD Holder at the time of redemption and the redemption proceeds would be paid to those Secured NCD Holders whose names stand in the register of debenture holders maintained by us on the Record Date fixed for the purpose of Redemption. However, our Company may require that the Secured NCD certificate(s), duly discharged by the sole holder/all the joint-holders (signed on the reverse of the Secured NCD certificates) be surrendered for redemption on maturity and should be sent by the Secured NCD Holders by Registered Post with acknowledgment due or by hand delivery to our office or to such persons at such addresses as may be notified by us from time to time. Secured NCD Holders may be requested to surrender the Secured NCD certificates in the manner as stated above, not more than three months and not less than one month prior to the redemption date so as to facilitate timely payment.

We may at our discretion redeem the Secured NCDs without the requirement of surrendering of the Secured NCD certificates by the holder(s) thereof. In case we decide to do so, the holders of Secured NCDs need not submit the Secured NCD certificates to us and the redemption proceeds would be paid to those Secured NCD holders whose names stand in the register of debenture holders maintained by us on the Record Date fixed for the purpose of redemption of Secured NCDs. In such case, the Secured NCD certificates would be deemed to have been cancelled. Also see the para “*Payment on Redemption*” given below.

***Secured NCDs held in electronic form:***

No action is required on the part of Secured NCD holder(s) at the time of redemption of Secured NCDs.

**70. Payment on Redemption**

The manner of payment of redemption is set out below\*.

***Secured NCDs held in physical form***

The payment on redemption of the Secured NCDs will be made by way of cheque/pay order/ electronic modes. However, if our Company so requires, the aforementioned payment would only be made on the surrender of Secured NCD certificates, duly discharged by the sole holder/ all the joint-holders (signed on the reverse of the Secured NCD certificates). Despatch of cheques/ pay orders, etc. in respect of such payment will be made on the redemption date or (if so requested by our Company in this regard) within a period of 30 days from the date of receipt of the duly discharged NCD certificate.

In case we decide to do so, the redemption proceeds in the manner stated above would be paid on the redemption date to those Secured NCD Holders whose names stand in the register of debenture holders maintained by us on the Record Date fixed for the purpose of Redemption. Hence the transferees, if any, should ensure lodgment of the transfer documents with us at least seven days prior to the Record Date. In case the transfer documents are not lodged with us at least seven days prior to the Record Date and we dispatch the redemption proceeds to the transferor, claims in respect of the redemption proceeds should be settled amongst the parties inter se and no claim or action shall lie against us or the Registrar to the Issue.

Our liability to Secured NCD Holders towards their rights including for payment or otherwise shall stand extinguished from the redemption in all events and when we dispatch the redemption amounts to the Secured NCD Holders.

Further, we will not be liable to pay any interest, income or compensation of any kind from the date of redemption of the Secured NCDs.

***Secured NCDs held in electronic form***

On the redemption date, redemption proceeds would be paid by cheque/ pay order/ electronic mode to those Secured NCD Holders whose names appear on the list of beneficial owners given by the Depositories to us. These names would be as per the Depositories’ records on the Record Date fixed for the purpose of redemption. These Secured NCDs will be simultaneously extinguished to the extent of the amount redeemed through appropriate debit corporate action upon redemption of the corresponding value of the Secured NCDs. It may be noted that in the entire process mentioned above, no action is required on the part of Secured NCD Holders.

Our liability to Secured NCD Holders towards his/their rights including for payment/ redemption in all events shall end when we dispatch the redemption amounts to the Secured NCD Holders.

Further, we will not be liable to pay any interest, income or compensation of any kind from the date of redemption of the Secured NCDs.

\*In the event, the interest / payout of total coupon / redemption amount is a fraction and not an integer, such amount will be rounded off to the nearest integer. By way of illustration if the redemption amount is ₹1,837.5, then the amount shall be rounded off to ₹ 1,838.

**Right to reissue Secured NCD(s)**

Subject to the provisions of the Companies Act, 1956 and the Companies Act, 2013, as applicable on the date of the Tranche I Prospectus, where we have fully redeemed or repurchased any Secured NCDs, we shall have and shall be deemed always to have had the right to keep such Secured NCDs in effect without extinguishment thereof, for the purpose of resale or re-issue and in exercising such right, we shall have and be deemed always to have had the power to resell or reissue such Secured NCDs either by reselling or re-issuing the same Secured NCDs or by issuing other Secured NCDs in their place. The aforementioned right includes the right to reissue original Secured NCDs.

**71. Transfer/Transmission of Secured NCD(s)**

***For Secured NCDs held in physical form***

The Secured NCDs shall be transferred or transmitted freely in accordance with the applicable provisions of the Companies Act/ the Companies Act, 2013 applicable as on the date of the Tranche I Prospectus and all other applicable laws including FEMA and the rules and regulations thereunder. The provisions relating to transfer and transmission and other related matters in respect of our shares contained in the Articles, the Companies Act/the relevant provisions of the Companies Act, 2013 applicable as on the date of the Tranche I Prospectus, and all applicable laws including FEMA and the rules and regulations thereunder, shall apply, *mutatis mutandis* (to the extent applicable to debentures) to the Secured NCDs as well. In respect of the Secured NCDs held in physical form, a common form of transfer shall be used for the same. The Secured NCDs held in dematerialised form shall be transferred subject to and in accordance with the rules/ procedures as prescribed by NSDL/CDSL and the relevant Depository Participants of the transferor and the transferee and any other applicable laws and rules notified in respect thereof. The transferees should ensure that the transfer formalities are completed at prior to the Record Date. In the absence of the same, interest will be paid/ redemption will be made to the person, whose name appears in the register of debenture holders or the records as maintained by the Depositories. In such cases, claims, if any, by the transferees would need to be settled with the transferors and not with the Issuer or Registrar.

***For Secured NCDs held in electronic form***

The normal procedure followed for transfer of securities held in dematerialised form shall be followed for transfer of the NCDs held in electronic form. The seller should give delivery instructions containing details of the buyer’s Depository Participant account to his depository participant.

In case the transferee does not have a Depository Participant account, the transferor can rematerialise the NCDs and thereby convert his dematerialised holding into physical holding. Thereafter these NCDs can be transferred in the manner as stated above for transfer of NCDs held in physical form.

In case the recipient of the NCDs in physical form wants to hold the NCDs in dematerialized form, he can choose to dematerialize the securities through his DP.

Any trading of the NCDs issued pursuant to this Tranche I Issue shall be compulsorily in dematerialized form only.



**72. Title**

In case of:

- Secured NCDs held in the dematerialised form, the person for the time being appearing in the register of beneficial owners maintained by the Depository; and
- the Secured NCDs held in physical form, the person for the time being appearing in the register of NCD Holders as Secured NCD holder, shall be treated for all purposes by our Company, the Debenture Trustee, the Depositories and all other persons dealing with such person as the holder thereof and its absolute owner for all purposes whether or not it is overdue and regardless of any notice of ownership, trust or any interest in it or any writing on, theft or loss of the Consolidated NCD Certificates issued in respect of the Secured NCDs and no person will be liable for so treating the Secured NCD holder.

No transfer of title of a NCD will be valid unless and until entered on the register of NCD holders or the register of beneficial owners maintained by the Depository prior to the Record Date. In the absence of transfer being registered, interest and/or maturity amount, as the case may be, will be paid to the person, whose name appears first in the register of the NCD Holders maintained by the Depositories and/or our Company and/or the Registrar, as the case may be. In such cases, claims, if any, by the purchasers of the Secured NCDs will need to be settled with the seller of the Secured NCDs and not with our Company or the Registrar. The provisions relating to transfer and transmission and other related matters in respect of our Company's shares contained in the Articles of Association of our Company and the Companies Act/ the relevant provisions of the Companies Act, 2013 applicable as on the date of the Tranche I Prospectus shall apply, mutatis mutandis (to the extent applicable) to the Secured NCD(s) as well.

**73. Common form of transfer**

The Issuer undertakes that there shall be a common form of transfer for the Secured NCDs and the provisions of the Companies Act, 2013 and all applicable laws including the FEMA and the rules and regulations thereunder shall be duly complied with in respect of all transfer of debentures and registration thereof.

**74. Joint-holders**

Where two or more persons are holders of any Secured NCD(s), they shall be deemed to hold the same as joint holders with benefits of survivorship subject to other provisions contained in the Articles.

**75. Sharing of information**

We may, at our option, use on our own, as well as exchange, share or part with any financial or other information about the Secured NCD Holders available with us, with our subsidiaries, if any and affiliates and other banks, financial institutions, credit bureaus, agencies, statutory bodies, as may be required and neither we or our affiliates nor their agents shall be liable for use of the aforesaid information.

**76. Notices**

All notices to the Secured NCD Holders required to be given by us or the Debenture Trustee will be sent by speed post or registered post or through email or other electronic media to the registered Secured NCD Holders from time to time.

**77. Issue of Duplicate NCD Certificate(s) issued in physical form**

If NCD certificate(s) is/ are mutilated or defaced or the cages for recording transfers of Secured NCDs are fully utilised, the same may be replaced by us against the surrender of such certificate(s). Provided, where the NCD certificate(s) are mutilated or defaced, the same will be replaced as aforesaid only if the certificate numbers and the distinctive numbers are legible.

If any NCD certificate is destroyed, stolen or lost then upon production of proof thereof to our satisfaction and upon furnishing such indemnity/ security and/or documents as we may deem adequate, duplicate Secured NCD certificates shall be issued. Upon issuance of a duplicate NCD certificate, the original NCD certificate shall stand cancelled.

**78. Security**

The principal amount of the Secured NCDs to be issued in terms of the Tranche I Prospectus together with all interest due on the Secured NCDs, as well as all costs, charges, all fees, remuneration of Debenture Trustee and expenses payable in respect thereof shall be secured by way of first *pari passu* charge on the identified immovable property and a first *pari passu* charge on current assets, book debts, loans and advances, and receivables including gold loan receivables, both present and future, of our Company.

Our Company will create the security for the Secured NCDs in favour of the Debenture Trustee for the Secured NCD Holders on the assets to ensure 100.00% security cover of the amount outstanding in respect of Secured NCDs, including interest thereon, at any time.

Our Company has entered into an agreement with the Debenture Trustee, ('**Debenture Trust Deed**'), the terms of which governs the appointment of the Debenture Trustee and the issue of the Secured NCDs. Our Company proposes to complete the execution of the Debenture Trust Deed before finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange and utilize the funds only after the stipulated security has been created and upon receipt of listing and trading approval from the Designated Stock Exchange.

Under the terms of the Debenture Trust Deed, our Company will covenant with the Debenture Trustee that it will pay the Secured NCD Holders the principal amount on the Secured NCDs on the relevant redemption date and also that it will pay the interest due on Secured NCDs on the rate specified in the Tranche I Prospectus and in the Debenture Trust Deed.

The Debenture Trust Deed will also provide that our Company may withdraw any portion of the security and replace with another asset of the same or a higher value.

**79. Trustees for the Secured NCD holders**

We have appointed IDBI Trusteeship Services Limited to act as the Debenture Trustees for the Secured NCD Holders. The Debenture Trustee and us will execute a Debenture Trust Deed, *inter alia*, specifying the powers, authorities and obligations of the Debenture Trustee and us. The Secured NCD Holders shall, without further act or deed, be deemed to have irrevocably given their consent to the Debenture Trustee or any of its agents or authorised officials to do all such acts, deeds, matters and things in respect of or relating to the Secured NCDs as the Debenture Trustee may in its absolute discretion deem necessary or require to be done in the interest of the Secured NCD Holders. Any payment made by us to the Debenture Trustee on behalf of the Secured NCD Holders shall discharge us pro tanto to the Secured NCD Holders.

The Debenture Trustee will protect the interest of the Secured NCD Holders in the event of default by us in regard to timely payment of interest and repayment of principal and they will take necessary action at our cost.

**80. Events of Default:**

Subject to the terms of the Debenture Trust Deed, the Debenture Trustee at its discretion may, or if so requested in writing by the holders of at least three-fourths of the outstanding amount of the Secured NCDs or with the sanction of a special resolution, passed at a meeting of the NCD Holders, (subject to being indemnified and/or secured by the NCD Holders to its satisfaction), give notice to our

Company specifying that the NCDs and/or any particular series of Secured NCDs, in whole but not in part are and have become due and repayable on such date as may be specified in such notice inter alia if any of the events listed below occurs. The description below is indicative and a complete list of events of default and its consequences will be specified in the Debenture Trust Deed:

- (i) default is committed in payment of the principal amount of the Secured NCDs on the due date(s); and
- (ii) two consecutive defaults are committed in payment of any interest on the NCDs on the due date(s).

### **81. Lien**

As per the RBI circular dated June 27, 2013, the Company is not permitted to extend loans against the security of its debentures issued by way of private placement or public issues. The Company shall have the right of set-off and lien, present as well as future on the moneys due and payable to the Secured NCD holders or deposits held in the account of the Secured NCD holders, whether in single name or joint name, to the extent of all outstanding dues by the Secured NCD holders to the Company, subject to applicable law.

### **82. Lien on pledge of Secured NCDs**

The Company may, at its discretion note a lien on pledge of Secured NCDs if such pledge of Secured NCD is accepted by any third party bank/institution or any other person for any loan provided to the Secured NCD holder against pledge of such Secured NCDs as part of the funding, subject to applicable law.

### **83. Future Borrowings**

We shall be entitled to make further issue of secured debentures and/or raise term loans or raise further funds from time to time from any persons, banks, financial institutions or bodies corporate or any other agency without the consent of, or notification to or consultation with the holder of Secured NCDs or the Debenture Trustee by creating a charge on any assets, provided the stipulated security cover is maintained. We shall be entitled to make further issue of unsecured debentures and/or raise unsecured term loans or raise further unsecured funds from time to time from any persons, banks, financial institutions or bodies corporate or any other agency without the consent of, or notification to or in consultation with the holder of Secured NCDs or the Debenture Trustee.

### **Illustration for guidance in respect of the day count convention and effect of holidays on payments.**

The illustration for guidance in respect of the day count convention and effect of holidays on payments, as required by SEBI Circular No. CIR/IMD/DF/18/2013 October 29, 2013 and SEBI Circular No. CIR/IMD/DF-1/122/2016 dated November 11, 2016 is disclosed in Schedule A.

## **GENERAL INFORMATION**

Our Company was originally incorporated as a private limited company on March 14, 1997 under the provisions of the Companies Act, 1956, with the name "The Muthoot Finance Private Limited". Subsequently, by a fresh certificate of incorporation dated May 16, 2007, our name was changed to "Muthoot Finance Private Limited". Our Company was converted into a public limited company on November 18, 2008 with the name "Muthoot Finance Limited" and received a fresh certificate of incorporation consequent to change in status on December 02, 2008 from the Registrar of Companies, Kerala and Lakshadweep. Muthoot Fin Corp Limited is neither a related company nor is a company under the same management within the meaning of the Companies Act, 1956\*. For further details regarding the Promoters and the group companies please refer to "Our Promoters" at page 133 of the Shelf Prospectus.

\*Disclosure made in accordance with letter from SEBI bearing no. IMD/DOF-1/BM/VA/OW/22785/2013 dated October 30, 2013.

### **Corporate and Registered Office**

#### ***Muthoot Finance Limited***

2nd Floor, Muthoot Chambers  
Opposite Saritha Theatre Complex Banerji Road Kochi 682 018,  
Kerala, India Tel: (+91 484) 239 4712  
Fax: (+91 484) 239 6506  
Website: www.muthootfinance.com  
Email: cs@muthootgroup.com

For details of change in registered office, refer to the section titled "History and Main Objects" on page 110 of the Shelf Prospectus.

### **Registration**

Registration Number: 011300  
Corporate Identity Number: L65910KL1997PLC011300 issued by the Registrar of Companies, Kerala and Lakshadweep.

Certificate of registration bearing number N. 16.00167 under Section 451A of the RBI Act, 1934 from the RBI dated December 12, 2008 from the RBI to carry on the business of a non-banking financial institution without accepting public deposits.

### **Chief Financial Officer**

Oommen K. Mammen  
2nd Floor, Muthoot Chambers  
Opposite Saritha Theatre Complex  
Banerji Road, Kochi 682 018 Kerala, India  
Tel: (+91 484) 2397156; Fax: (+91 484) 2396506  
Email: oommen@muthootgroup.com

### **Company Secretary and Compliance Officer**

Maxin James  
2nd Floor, Muthoot Chambers  
Opposite Saritha Theatre Complex,  
Banerji Road Kochi 682 018, Kerala, India  
Tel: (+91 484) 6690247 ; Fax: (+91 484) 2396506  
Email: cs@muthootgroup.com

Investors may contact the Registrar to the Issue or the Company Secretary and Compliance Officer in case of any pre-issue or post-issue related issues such as non-receipt of intimation of allotment, demat credit of allotted NCDs or refunds, as the case may be.

All grievances relating to the Tranche I Issue may be addressed to the Registrar to the Issue, giving full details such as name, Application Form number, address of the Applicant, number of NCDs applied for, amount paid on application, Depository Participant and the collection centre of the Designated Intermediary where the Application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB, giving full details such as name, address of Applicant, Application Form number, number of NCDs applied for, amount blocked on Application and the Designated Branch or the collection centre of the SCSB where the Application Form was submitted by the Applicant.

All grievances arising out of Applications for the NCDs made through the Online Stock Exchanges Mechanism may be addressed directly to the respective Stock Exchanges.

For further details please refer to chapter titled "General Information" on page 11 of the Tranche I Prospectus.

**CAPITAL STRUCTURE**

**Details of share capital**

The share capital of our Company as of December 31, 2018 is set forth below:

	Amount in ₹
<b>A Authorised share capital</b>	
450,000,000 Equity Shares of ₹ 10.00 each	4,500,000,000.00
5,000,000 Redeemable Preference Shares of ₹ 1,000.00 each	5,000,000,000.00
<b>TOTAL</b>	<b>9,500,000,000.00</b>
<b>B Issued, subscribed and paid-up share capital</b>	
400,583,281 Equity Shares of ₹ 10.00 each	4,005,832,810.00
<b>C Securities Premium Account</b>	<b>14,87,84,45,960.17</b>

This Issue will not result in any change of the paid up capital and securities premium account of the Company.

**Changes in the authorised capital of our Company as of December 31, 2018**

Details of increase in authorised share capital since incorporation:

S. No.	Particulars of increase	Date of Shareholders' meeting	AGM/ EGM
1.	Increase in authorised share capital from ₹ 6,000,000.00 divided into 600,000 equity shares of ₹ 10.00 each to ₹ 26,000,000.00 divided into 2,600,000 equity shares of ₹ 10.00 each.	November 20, 2001	EGM
2.	Increase in authorised share capital from ₹ 26,000,000.00 divided into 2,600,000 equity shares of ₹ 10.00 each to ₹ 86,000,000.00 divided into 8,600,000 equity shares of ₹ 10.00 each.*	August 21, 2004	C o u r t c o n v e n e d g e n e r a l m e e t i n g
3.	Increase in authorised share capital from ₹ 86,000,000.00 divided into 8,600,000 equity shares of ₹ 10.00 each to ₹ 500,000,000.00 divided into 50,000,000 equity shares of ₹ 10.00 each.	September 10, 2008	AGM
4.	Increase in authorised share capital from ₹ 500,000,000.00 divided into 50,000,000 equity shares of ₹ 10.00 each to ₹ 3,500,000,000.00 divided into 350,000,000 equity shares of ₹ 10.00 each.	August 24, 2009	EGM
5.	Increase in authorised share capital from ₹ 3,500,000,000.00 divided into 350,000,000 equity shares of ₹ 10.00 each to ₹ 4,500,000,000.00 divided into 450,000,000 equity shares of ₹ 10.00 each.	September 21, 2010	EGM
6.	Increase in authorised share capital from ₹ 4,500,000,000.00 divided into 450,000,000 equity shares of ₹ 10.00 each to ₹ 9,500,000,000.00 divided into 450,000,000 equity shares of ₹ 10.00 each and 5,000,000 redeemable preference shares of ₹ 1,000.00 each.	March 07, 2011	EGM

\*This increase in authorised share capital was pursuant to the order of the High Court of Kerala, Ernakulam dated January 31, 2005 approving the scheme of arrangement and amalgamation of Muthoot Enterprises Private Limited with our Company. For further details regarding the scheme of arrangement and amalgamation, see "History and Main Objects" on page 110 of the Shelf Prospectus.

**Notes to capital structure**

**1. Share capital history of the Company**

(a) Equity Share capital history of the Company as of December 31, 2018:

Date of allotment	No. of Equity Shares	Face value (₹)	Issue price (₹)	Nature of consideration	Reasons for allotment	Cumulative no. of Equity Shares	Cumulative paid-up share capital (₹)	Cumulative share premium (₹)
March 14, 1997	4,000	10.00	10.00	Cash	Subscription to the Memorandum(1)	4,000	40,000.00	-
March 30, 1998	250,000	10.00	10.00	Cash	Preferential Allotment(2)	254,000	2,540,000.00	-
March 06, 2002	1,750,000	10.00	30.00	Preferential Allotment(3)	2,004,000	20,040,000.00	35,000,000.00	
March 21, 2005	1,993,230	10.00	-	Consideration other than cash, pursuant to scheme of amalgamation.	Allotment pursuant to scheme of amalgamation.(4)	3,997,230	39,972,300.00	35,000,000.00
October 31, 2006	1,000,000	10.00	250.00	Cash	Preferential Allotment(5)	4,997,230	49,972,300.00	275,000,000.00
February 27, 2007	2,770	10.00	10.00	Cash	Preferential Allotment(6)	5,000,000	50,000,000.00	275,000,000.00
July 31, 2008	1,000,000	10.00	250.00	Cash	Preferential Allotment(7)	6,000,000	60,000,000.00	515,000,000.00
October 21, 2008	42,000,000	10.00	-	N.A.	Bonus issue in the ratio 7:1(8)	48,000,000	480,000,000.00	515,000,000.00
December 31, 2008	1,000,000	10.00	250.00	Cash	Preferential Allotment(9)	49,000,000	490,000,000.00	755,000,000.00
August 29, 2009	252,000,000	10.00	-	N.A.	Bonus issue in the ratio 36:7(10)	301,000,000	3,010,000,000.00	0
July 23, 2010	6,404,256	10.00	123.00	Cash	Preferential allotment to Matrix Partners India Investments, LLC pursuant to the Matrix Investment Agreement.	307,404,256	3,074,042,560.00	723,680,928.00
July 23, 2010	6,404,256	10.00	123.00	Cash	Preferential allotment to Baring India Private Equity Fund III Limited pursuant to the Baring Investment Agreement.	313,808,512	3,138,085,120.00	1,447,361,856.00
September 08, 2010	3,042,022	10.00	133.00	Cash	Preferential allotment to Kotak India Private Equity Fund pursuant to the Kotak Investment Agreement.	316,850,534	3,168,505,340.00	1,821,530,562.00
September 08, 2010	160,106	10.00	133.00	Cash	Preferential allotment to Kotak Investment Advisors Limited pursuant to the Kotak Investment Agreement.	317,010,640	3,170,106,400.00	1,841,223,600.00
September 23, 2010	1,440,922	10.00	173.50	Cash	Preferential allotment to Matrix Partners India Investments, LLC pursuant to the Matrix Investment Agreement.	318,451,562	3,184,515,620.00	2,076,814,380.00
September 23, 2010	1,761,206	10.00	173.50	Cash	Preferential allotment to The Wellcome Trust Limited (as trustee of The Wellcome Trust, United Kingdom) pursuant to the Wellcome Investment Agreement.	320,212,768	3,202,127,680.00	2,364,771,561.00
May 03, 2011	51,500,000	10.00	175.00	Cash	Allotment pursuant to initial public offering	371,712,768	3,717,127,680.00	10,862,271,561.00
April 29, 2014	25,351,062	10.00	165.00	Cash	Allotment pursuant to Institutional Placement Programme	397,063,830	3,970,638,300.00	14,500,195,725.00
January 06, 2015	1,63,400	10.00	50.00	Cash	Allotment pursuant to ESOP Scheme	397,227,230	3,972,272,300.00	14,471,966,693.96
January 06, 2015	4,85,181	10.00	10.00	Cash	Allotment pursuant to ESOP Scheme	397,712,411	3,977,124,110.00	14,524,026,615.26
March 06, 2015	1,68,960	10.00	10.00	Cash	Allotment pursuant to ESOP Scheme	397,881,371	3,978,813,710.00	14,542,156,023.26
March 06, 2015	85,048	10.00	50.00	Cash	Allotment pursuant to ESOP Scheme	397,966,419	3,979,664,190.00	14,551,281,673.66

**IN THE NATURE OF FORM 2A - MEMORANDUM CONTAINING SALIENT FEATURES OF THE PROSPECTUS**

Date of allotment	No. of Equity Shares	Face value (₹)	Issue price (₹)	Nature of consideration	Reasons for allotment	Cumulative no. of Equity Shares	Cumulative paid-up share capital (₹)	Cumulative share premium (₹)
June 04, 2015	21,641	10.00	10.00	Cash	Allotment pursuant to ESOP Scheme	397,988,060	3,979,880,600.00	14,553,603,752.96
June 04, 2015	11,900	10.00	50.00	Cash	Allotment pursuant to ESOP Scheme	397,999,960	3,979,999,600.00	14,554,880,622.96
September 15, 2015	9,394	10	10.00	Cash	Allotment pursuant to ESOP Scheme	398,009,354	3,980,093,540.00	14,556,020,991.1
September 15, 2015	34,642	10	50.00	Cash	Allotment pursuant to ESOP Scheme	398,043,996	3,980,439,960.00	14,561,724,761.76
March 16, 2016	6,02,106	10	10.00	Cash	Allotment pursuant to ESOP Scheme	39,86,46,102	3,98,64,61,020.00	14,626,198,343.56
March 16, 2016	356,230	10	50.00	Cash	Allotment pursuant to ESOP Scheme	39,90,02,332	3,99,00,23,320.00	14,665,742,013.56
June 27, 2016	23,782	10	10.00	Cash	Allotment pursuant to ESOP Scheme	39,90,26,114	3,99,02,61,140.00	14,668,297,172.16
June 27, 2016	24,820	10	50.00	Cash	Allotment pursuant to ESOP Scheme	39,90,50,934	3,99,05,09,340.00	14,670,994,528.16
December 21, 2016	12,525	10	10.00	Cash	Allotment pursuant to ESOP Scheme	39,90,63,459	3,99,06,34,590.00	14,672,469,914.66
December 21, 2016	392,280	10	50.00	Cash	Allotment pursuant to ESOP Scheme	39,94,55,739	3,99,45,57,390.00	14,717,877,388.66
March 23, 2017	19,810	10	50	Cash	Allotment pursuant to ESOP Scheme	399,475,549	3,994,755,490.00	14,721,810,886.66
May 09, 2017	3,512	10	10	Cash	Allotment pursuant to ESOP Scheme	399,479,061	3,994,790,610.00	14,722,21,70,618.27
May 09, 2017	57,235	10	50	Cash	Allotment pursuant to ESOP Scheme	399,536,296	3,995,362,960.00	14,731,490,439.47
August 07, 2017	4,113	10	10	Cash	Allotment pursuant to ESOP Scheme	399,540,409	3,995,404,090.00	14,732,260,652.08
August 07, 2017	26,280	10	50	Cash	Allotment pursuant to ESOP Scheme	399,566,689	3,995,666,890.00	14,737,068,218.87
December 11, 2017	2,575	10	10	Cash	Allotment pursuant to ESOP Scheme	399,569,264	3,995,692,640.00	14,737,430,738.24
December 11, 2017	344,650	10	50	Cash	Allotment pursuant to ESOP Scheme	399,913,914	3,999,139,140.00	14,780,003,375.64
March 29, 2018	3,225	10	10	Cash	Allotment pursuant to ESOP Scheme	399917139	3,999,171,390.00	14,780,035,544.64
March 29, 2018	124,100	10	50	Cash	Allotment pursuant to ESOP Scheme	400041239	4,000,412,390.00	14,797,041,885.56
May 15, 2018	1,925	10	10	Cash	Allotment pursuant to ESOP Scheme	400043164	4,000,431,640.00	14,797,235,012.87
May 15, 2018	48,280	10	50	Cash	Allotment pursuant to ESOP Scheme	400091444	4,000,914,440.00	14,806,655,856.87
September 19, 2018	3,237	10	10	Cash	Allotment pursuant to ESOP Scheme	400094681	4,000,946,810.00	14,807,455,069.06
September 19, 2018	117,090	10	50	Cash	Allotment pursuant to ESOP Scheme	400211771	4,002,117,710.00	14,833,373,460.56
December 18, 2018	2,125	10	10	Cash	Allotment pursuant to ESOP Scheme	400213896	4,002,138,960.00	14,833,399,282.12
December 18, 2018	369,385	10	50	Cash	Allotment pursuant to ESOP Scheme	400583281	4,005,832,810.00	14,878,844,590.17

- At the time of incorporation, upon subscription to the Memorandum, allotment of 1,000 Equity Shares to each of M.G. George Muthoot, George Thomas Muthoot, George Jacob Muthoot and George Alexander Muthoot.
- Allotment of 62,500 Equity Shares to each of M.G. George Muthoot, George Thomas Muthoot, George Jacob Muthoot and George Alexander Muthoot.
- Allotment of Equity Shares to M.G. George Muthoot (200,000), George Thomas Muthoot (200,000), George Jacob Muthoot (200,000), George Alexander Muthoot (250,000), Georgie Kurien (150,000), Valsa Kurien (150,000), Sara George (150,000), Susan Thomas (150,000), Elizabeth Jacob (150,000), and Anna Alexander (150,000).
- Allotment of Equity Shares to M.G. George Muthoot (684,700), George Thomas Muthoot (234,366), George Alexander Muthoot (587,866), Susan Thomas (58,733), George Jacob Muthoot (340,900), Elizabeth Jacob (38,133), Anna Alexander (48,433), Paul M. George (33), George M. George (33) and George M. Alexander (33) pursuant to order of the High Court of Kerala, Ernakulam dated January 31, 2005 approving the scheme of arrangement and amalgamation of Muthoot Enterprises Private

Limited with the Company whereby every shareholder of Muthoot Enterprises Private Limited is entitled to shares of the Company in the ratio of 3:1. For further details regarding the scheme of arrangement and amalgamation, see "History and Main Objects" on page 110 of the Shelf Prospectus.

- Allotment of Equity Shares to M.G. George Muthoot (228,700), George Alexander Muthoot (228,700), George Thomas Muthoot (228,700), George Jacob Muthoot (228,700), Anna Alexander (30,000), Georgie Kurien (2,400), Sara George (4,800), Susan Thomas (4,800), Elizabeth Jacob (30,000), George M. George (10,000), Paul M. George (800), Alexander M. George (800), George M. Jacob (800) and George M. Alexander (800).
- Allotment of Equity Shares to George Alexander Muthoot.
- Allotment of Equity Shares to M.G. George Muthoot (120,000), George Alexander Muthoot (120,000), George Thomas Muthoot (120,000), George Jacob Muthoot (120,000), Anna Alexander (52,000), Sara George (52,000), Susan Thomas (52,000), Elizabeth Jacob (52,000), George M. George (52,000), Paul M. George (52,000), Alexander M. George (52,000), George M. Jacob (52,000), George M. Alexander (52,000) and Eapen Alexander (52,000).
- Allotment of Equity Shares to M.G. George Muthoot (10,828,300), George Alexander Muthoot (10,519,852), George Thomas Muthoot (4,525,962), George Jacob Muthoot (5,264,700), Anna Alexander (1,963,031), Sara George (1,447,600), Susan Thomas (1,508,731), Elizabeth Jacob (1,540,931), George M. George (434,931), Paul M. George (370,531), Alexander M. George (370,300), George M. Jacob (370,300), George M. Alexander (370,531), Eapen Alexander (365,400), Susan Kurien (700), Reshma Susan Jacob (700), Anna Thomas (700), Valsa Kurien (1,050,000) and Georgie Kurien (1,066,800).
- Allotment of Equity Shares to M.G. George Muthoot (120,000), George Alexander Muthoot (120,000), George Thomas Muthoot (120,000), George Jacob Muthoot (120,000), Anna Alexander (52,000), Sara George (52,000), Susan Thomas (52,000), Elizabeth Jacob (52,000), George M. George (52,000), Paul M. George (52,000), Alexander M. George (52,000), George M. Jacob (52,000), George M. Alexander (52,000) and Eapen Alexander (52,000).
- Allotment of Equity Shares to M.G. George Muthoot (37,800,000), George Alexander Muthoot (37,800,000), George Thomas Muthoot (37,800,000), George Jacob Muthoot (37,800,000), Anna Alexander (12,600,000), Sara George (11,414,736), Susan Thomas (25,200,000), Elizabeth Jacob (12,600,000), George M. George (5,670,000), Paul M. George (2,445,264), Alexander M. George (5,670,000), George M. Jacob (12,600,000), George M. Alexander (6,300,000), Eapen Alexander (6,300,000).
- Equity Shares issued for consideration other than cash

Date of allotment	No. of Equity Shares	Issue price (₹)	Reasons for allotment	Benefits accruing to the Company
March 21, 2005	1,993,230	-	Pursuant to scheme of amalgamation <sup>(1)</sup>	Allotment pursuant to scheme of amalgamation.
<b>TOTAL</b>	1,993,230			

- Allotment of Equity Shares to M.G. George Muthoot (684,700), George Thomas Muthoot (234,366), George Alexander Muthoot

(587,866), Susan Thomas (58,733), George Jacob Muthoot (340,900), Elizabeth Jacob (38,133), Anna Alexander (48,433), Paul M. George (33), George M. George (33) and George M. Alexander (33) pursuant to order of the High Court of Kerala, Ernakulam dated January 31, 2005 approving the scheme of arrangement and amalgamation of Muthoot Enterprises Private Limited with the Company whereby every shareholder of Muthoot Enterprises Private Limited is entitled to shares of the Company in the ratio of 3:1. For further details regarding the scheme of arrangement and amalgamation, see "History and Main Objects" on page 110 of the Shelf Prospectus.

13. Cumulative share premium have been adjusted for impact of IND-AS implementation for allotments from April 01, 2017.

The Company has not issued any equity shares for consideration other than cash in the two financial years immediately preceding the date of the Shelf Prospectus.

For details of the shareholding pattern of our Company as on December 31, 2018, kindly refer page 52 of the Shelf Prospectus.

**Our top ten shareholders and the number of Equity Shares held by them as on December 31, 2018 is as follows:**

S. No.	Name	No. of Equity Shares (face value of ₹ 10 each)	No. of Equity Shares in demat form	As % of total number of shares
1.	M G George Muthoot	46,551,632	46,551,632	11.6210%
2.	George Alexander Muthoot	43,630,900	43,630,900	10.8918%
3.	George Jacob Muthoot	43,630,900	43,630,900	10.8918%
4.	George Thomas Muthoot	43,630,900	43,630,900	10.8918%
5.	Susan Thomas	29,985,068	29,985,068	7.4854%
6.	George M Jacob	15,050,000	15,050,000	3.7570%
7.	Elizabeth Jacob	14,935,068	14,935,068	3.7283%
8.	Anna Alexander	14,935,068	14,935,068	3.7283%
9.	Sara George	13,519,336	13,519,336	3.3749%
10.	Eapen Alexander	7,525,000	7,525,000	1.8785%
	<b>TOTAL</b>	<b>273,393,872</b>	<b>273,393,872</b>	<b>68.2488%</b>

**The list of top ten debenture holders\* as on December 31, 2018 is as follows:**

S. No.	Name of holder	Aggregate amount (in ₹ million)
1.	Reliance Capital Trustee Co Ltd A/C-Reliance Low Duration Fund	9918.09
2.	SBI Dual Advantage Fund - Series XXII	8364.73
3.	ICICI Prudential Medium Term Bond Fund	5000.00
4.	HDFC Trustee Company Limited A/C HDFC Medium Term Debt Fund	4265.00
5.	Kotak Savings Fund	4063.00
6.	Axis Mutual Fund Trustee Limited A/C Axis Mutual Fund A/C Axis Credit Risk Fund	2350.00
7.	Army Group Insurance Fund	2000.00
8.	UTI- Ultra Short Term Fund	1982.52
9.	DSP Credit Risk Fund	1750.00
10.	Aditya Birla Sun Life Trustee Private Limited A/C Aditya Birla Sun Life Liquid Fund	1350.00

\*on cumulative basis

**Debt to equity ratio**

The debt to equity ratio prior to this Issue is based on a total outstanding debt of ₹ 241,926.05 million and shareholder funds amounting to ₹ 87,904.79 million as on September 30, 2018. The debt equity ratio post the Issue, (assuming subscription of NCDs aggregating to ₹ 40,000 million) would be 3.21 times, based on a total outstanding

debt of ₹ 281,926.05 million and shareholders funds of ₹ 87,904.79 million as on September 30, 2018.

*(in ₹ million)*

Particulars	Prior to the Issue (as of september 30, 2018)	Post the Issue#
Debt Securities	81,426.20	121,426.20*
Borrowings (other than debt securities)	154,287.82	154,287.82
Subordinated Liabilities	6,212.03	6,212.03
<b>Total Debt</b>	<b>241,926.05</b>	<b>281,926.05</b>
<b>Equity</b>		
- Equity share capital	4,002.12	4,002.12
- Other Equity	83,902.67	83,902.67
<b>Total Shareholders' Funds</b>	<b>87,904.79</b>	<b>87,904.79</b>
<b>Debt Equity Ratio (No. of Times)#</b>	<b>2.75</b>	<b>3.21</b>

The debt-equity ratio post the Issue is indicative and is on account of assumed inflow of ₹ 40,000.00 million from the Issue and does not include contingent and off-balance sheet liabilities. The actual debt-equity ratio post the Issue would depend upon the actual position of debt and equity on the date of allotment.

\* Issue amount of ₹ 40,000.00 million is classified under Debt Securities.

For details on the total outstanding debt of our Company, please refer to the section titled "Disclosures on Existing Financial Indebtedness" beginning on page 138 of the Shelf Prospectus.

The aggregate number of securities of the Company that have been purchased or sold by the Promoter Group, Directors of the Company and their relatives within 6 months immediately preceding the date of the Shelf Prospectus is as below:

Particulars	No of securities	Amount (in ₹ million)
By Promoter--Number of non-convertible debentures purchased	250000	254.48
By Promoter--Number of non-convertible debentures sold	52,600	55.07

It is clarified that no other securities including shares of the Company were either purchased or sold by the Promoter Group, Directors of the Company and their relatives within 6 months immediately preceding the date of the Shelf Prospectus.

We confirm that no securities of our Subsidiary that have been purchased or sold by the Promoter Group, Directors of the Company and their relatives within 6 months immediately preceding the date of the Shelf Prospectus except as given below:

Particulars	Name of the Subsidiary	No of securities	Amount (in ₹ million)
Equity shares sold by promoter group to Muthoot Finance Limited	Muthoot Money Private Limited	3135	55.44

**ESOP Scheme**

The shareholders' of the Company in their meeting dated September 27, 2013 have given their approval for issuance of employee stock options. Pursuant to the aforesaid approval, the Board (which includes duly authorised committee by the Board) has approved the 'Muthoot ESOP 2013' scheme. The Company has obtained in principal approval of the stock exchanges where the share capital of the Company is listed i.e. BSE and NSE for listing upto 11,151,383 equity shares of face value of Rs. 10/- each on exercise of the employee stock options by the eligible employees from time to time who are in receipt of grants made by the Board.

For further details please refer to Chapter titled "Capital Structure" on page 47 of the Shelf Prospectus.

**OUR MANAGEMENT**

**Board of Directors**

The general superintendence, direction and management of our affairs and business are vested in our Board of Directors. We have not appointed any 'manager' within the meaning thereof under the provisions of the Act and the relevant provisions of the Companies Act, 2013. Under the Articles of Association, we are required to have not less than three Directors and not more than 12 Directors. We currently have 11 Directors on the Board out of which 6 Directors, i.e. more than 50% of the total strength of Directors are independent directors.

**Details relating to Directors**

For further details please refer to section titled "Our Management" on page 115 of the Shelf Prospectus.

<b>Name, Designation, Age and DIN</b>	<b>Nationality</b>	<b>Date of Appointment</b>	<b>Address</b>	<b>Other Directorships</b>
<b>M. G. George Muthoot</b> Age: 69 years Whole Time Director and Chairman Director Identification Number: 00018201	Indian	April 01, 2010	Muthoot House G 74, East of Kailash New Delhi 110 065	<ol style="list-style-type: none"> <li>1. M G M Muthoot Medical Centre Private Limited</li> <li>2. Muthoot Farms India Private Limited</li> <li>3. Muthoot Broadcasting Private Limited</li> <li>4. Emgee Board and Paper Mills Private Limited</li> <li>5. Muthoot M George Chits India Limited</li> <li>6. Marari Beach Resorts Private Limited</li> <li>7. Muthoot Securities Limited</li> <li>8. Muthoot Commodities Limited</li> <li>9. Muthoot M George Institute of Technology</li> <li>10. Muthoot Homefin (India) Limited</li> <li>11. Muthoot Health Care Private Limited</li> <li>12. Muthoot Synergy Fund Limited</li> <li>13. Muthoot Anchor House Hotels Private Limited</li> <li>14. Geobros Properties and Realtors Private Limited</li> <li>15. Adams Properties Private Limited</li> <li>16. Muthoot Infopark Private Limited</li> <li>17. Muthoot M George Real Estate Private Limited</li> </ol>
<b>George Thomas Muthoot</b> Age: 68 years Whole Time Director Director Identification Number: 00018281	Indian	April 01, 2010	Muthoot House House No. 9/324 A, Miss East Lane, Baker Junction, Kottayam Kerala 686 001	<ol style="list-style-type: none"> <li>1. Muthoot Leisure and Hospitality Services Private Limited</li> <li>2. M.G.M Muthoot Medical Centre Private Limited</li> <li>3. Muthoot Holiday Homes and Resorts Private Limited</li> <li>4. Muthoot Vehicle &amp; Asset Finance Limited</li> <li>5. Muthoot Broadcasting Private Limited</li> <li>6. Muthoot M George Chits India Limited</li> <li>7. Marari Beach Resorts Private Limited</li> <li>8. Adams Properties Private Limited</li> <li>9. Muthoot M George Institute of Technology</li> <li>10. Muthoot Homefin (India) Limited</li> <li>11. Muthoot Anchor House Hotels Private Limited</li> <li>12. Geobros Properties and Realtors Private Limited</li> <li>13. Muthoot Synergy Fund Limited</li> <li>14. Muthoot Health Care Private Limited</li> <li>15. Muthoot Infopark Private Limited</li> <li>16. Muthoot M. George Real Estate Private Limited</li> </ol>
<b>George Jacob Muthoot</b> Age: 66 years Whole Time Director Director's Identification Number: 00018235	Indian	April 01, 2010	Muthoot House House No. TC/4/25154 Marappalam, Pattom P. O. Thiruvananthapuram Kerala 696 004	<ol style="list-style-type: none"> <li>1. Muthoot Leisure and Hospitality Services Private Limited</li> <li>2. Muthoot Infopark Private Limited</li> <li>3. Muthoot Insurance Brokers Private Limited</li> <li>4. Muthoot Forex Limited</li> <li>5. M G M Muthoot Medical Centre Private Limited</li> <li>6. Muthoot Marketing Services Private Limited</li> <li>7. Muthoot Broadcasting Private Limited</li> <li>8. Marari Beach Resorts Private Limited</li> <li>9. Muthoot Developers Private Limited</li> <li>10. Muthoot Securities Limited</li> <li>11. Muthoot Commodities Limited</li> <li>12. Adams Properties Private Limited</li> <li>13. Oxbow Properties Private Limited</li> <li>14. Muthoot M George Institute of Technology</li> <li>15. Muthoot Anchor House Hotels Private Limited</li> <li>16. Geobros Properties and Realtors Private Limited</li> <li>17. Muthoot Health Care Private Limited</li> <li>18. Muthoot Global Money Transfers Private Limited</li> <li>19. Muthoot M. George Real Estate Private Limited</li> </ol>

**IN THE NATURE OF FORM 2A - MEMORANDUM CONTAINING SALIENT FEATURES OF THE PROSPECTUS**

Name, Designation, Age and DIN	Nationality	Date of Appointment	Address	Other Directorships
<b>George Alexander Muthoot</b> Age: 63 years Managing Director Director Identification Number: 00016787	Indian	April 01, 2010	Muthoot House G 343, Panampilly Nagar, Ernakulam Kerala 682 036	1. Muthoot Infopark Private Limited 2. Muthoot Forex Limited 3. M G M Muthoot Medical Centre Private Limited 4. Muthoot Insurance Brokers Private Limited 5. Muthoot Vehicle & Asset Finance Limited 6. Muthoot Broadcasting Private Limited 7. Marari Beach Resorts Private Limited 8. Adams Properties Private Limited 9. Muthoot Securities Limited 10. Muthoot Commodities Limited 11. Muthoot Marketing Services Private Limited 12. Muthoot M George Institute of Technology 13. Muthoot Homefin (India) Limited 14. Muthoot Anchor House Hotels Private Limited 15. Muthoot Health Care Private Limited 16. Geobros Properties and Realtors Private Limited 17. Muthoot M George Real Estate Private Limited
<b>K. George John</b> Age: 73 years Independent Director Director's Identification Number: 00951332	Indian	September 27, 2013.	House No 22/1532C, Kariath, Valiakulam Road, Edakochi, Ernakulam – 682 010	1. Munnar Ridgetree Residencies Private Limited 2. Muthoot Homefin (India) Limited
<b>Jose Mathew</b> Age: 67 years Independent Director Director's Identification Number: 00023232	Indian	September 20, 2017	Vadakkekalam Green Villa Chamber Road, Bazar P O Alappuzha -688012	1. Green Shore Holidays and Resorts Private Limited 2. Muthoot Vehicle & Asset Finance Limited
<b>John K. Paul</b> Age: 65 years Independent Director Director Identification Number: 00016513	Indian	July 21, 2010	42/1058, Kuttukaran House St Benedict Road, Ernakulam Kerala 682 018	1. Popular Vehicles and Services Limited 2. Kuttukaran Cars Private Limited 3. Popular Auto Dealers Private Limited 4. Popular Auto Spares Private Limited 5. Popular Autoworks Private Limited 6. Federation of Automobile Dealers Associations Tfr. From Mumbai to Delhi 7. Keracon Equipments Private Limited 8. Prabal Motors Private Limited 9. Foundation for Entrepreneurial Development (Kerala) 10. Kuttukaran Pre Owned Cars Private Limited
<b>George Joseph</b> Age: 69 years Independent Director Director Identification Number: 00253754	Indian	July 21, 2010	Melazhakath Arakkulam Idukki district Kerala 685 591	1. Wonderla Holidays Limited 2. Credit Access Grameen Limited 3. ESAF Small Finance Bank Limited
<b>Alexander George</b> Age: 38 years Whole-time Director Director Identification Number: 00938073	Indian	November 05, 2014	Muthoot House G 74, East of Kailash New Delhi 110 065	1. Nerur Rubber & Plantations Private Limited 2. Tarkali Rubber & Plantations Private Limited 3. Patgaon Plantations Private Limited 4. Muthoot Systems and Technologies Private Limited 5. Unisom Rubber and Plantations Private Limited 6. Muthoot M George Permanent Fund Ltd 7. Geo Bros Muthoot Funds India Limited 8. Muthoot Insurance Brokers Private Limited 9. Muthoot Holidays Private Limited 10. Muthoot Homefin (India) Limited 11. Muthoot Securities Limited 12. Muthoot Asset Management Private Limited
<b>Pamela Anna Mathew</b> Age: 68 years Independent Director Director Identification Number: 00742735	Indian	November 05, 2014	OEN House, Tripunitura Road, Vytilla- 19	1. OEN India Ltd 2. GTN Textiles Limited 3. Patspin India Ltd 4. INKEL-KSIDC Projects Limited 5. INKEL Limited 6. Geomaths Stocks and Shares Trading Private Limited
<b>Jacob Benjamin Koshy</b> Age: 71 years Independent Director Director Identification Number: 07901232	Indian	September 20, 2017	38/617A, Thripthi Lane S A Road, Kochi, MG Road Ernakulam 682016	Nil

For further details please refer to Chapter titled "Our Management" on page 115 of the Shelf Prospectus.

## IN THE NATURE OF FORM 2A - MEMORANDUM CONTAINING SALIENT FEATURES OF THE PROSPECTUS

### FINANCIAL INFORMATION

A summary of the key operational and financial parameters for the last three completed financial years of the Company on a standalone basis are as under:

(Rs in million)

Particulars	Year Ended March 31		
	2018	2017	2016
Networth	77,604.10	65,164.41	56,192.49
Total Debt of Which:			
Non-Current Maturities of Long Term Borrowing	45,115.96	42,311.91	52,762.59
Short Term Borrowing	1,41,877.83	1,27,549.09	83,635.16
Current Maturities of Long Term Borrowing	24,995.41	39,993.67	49,272.35
Unpaid Matured Debentures	690.56	1,104.94	739.4
Net Fixed Assets	2,062.04	2,182.06	2,273.73
Non-Current Assets	9,635.20	5,966.94	4,780.73
Cash and Bank Balances	4,867.93	15,340.46	6,789.43
Current Investments	10.38	0	0
Current Assets	3,04,181.33	3,01,163.78	2,65,706.60
Current Liabilities	1,88,141.84	1,92,929.43	1,50,261.57
Loan Assets Under Management (Gross Loan Assets)	2,91,384.14	2,85,711.49	2,43,789.09
Off Balance Sheet Assets	0	0	0
Interest Income	60,531.53	56,538.87	48,129.78
Interest Expense	19,399.33	22,938.15	22,576.93
Provisioning and Write offs	2396.51	2815.91	1624.39
PAT	17,202.66	11,798.32	8,095.53
Gross NPA (%)*	6.98	2.06	2.88
Net NPA (%)*	6.16	1.69	2.46
Tier I Capital Adequacy Ratio (%)	24.75%	21.78%	20.92%
Tier II Capital Adequacy Ratio (%)	1.84%	3.10%	3.56%
Gross Debt Equity Ratio:			
Before the Issue	2.74		
After the Issue	3.26		
*on Gross Loan Assets			

#The debt-equity ratio post the Issue is indicative and is on account of assumed inflow of ₹ 40,000.00 million from the Issue and does not include contingent and off-balance sheet liabilities. The actual debt-equity ratio post the Issue would depend upon the actual position of debt and equity on the date of allotment.

A summary of our key operational and financial parameters as at and for the half year ended September 30, 2018 are as follows:

(Rs in millions)

Particulars	Half year ended September 30, 2018
Equity	87,904.79
Total Borrowings of which-	241,926.06
Debt securities	81,426.21
Borrowings(other than debt securities)	154,287.83
Subordinated Liabilities	6,212.03
Property, Plant and Equipment	1,879.85
Other Intangible assets	68.43
Financial Assets	343,042.55
Non- Financial Assets	2,964.02
Cash and Cash Equivalents	3,508.19
Bank Balances other than cash and cash equivalents	1,011.47
Financial Liabilities	254,479.36
Non- Financial Liabilities	3,622.42
Loan Assets	330,618.45

Particulars	Half year ended September 30, 2018
Loan Assets(Principal Amount)	323,185.93
Interest Income	32,424.04
Finance Costs	10,369.14
Impairment on Financial Instruments	51.89
Profit After Tax	9,753.92
% Stage 3 Loan Assets on Loan Assets(Principal Amount)	1.91%
% Net Stage 3 Loan Assets on Net Loan Assets(Principal Amount)	1.64%
CRAR - Tier I Capital Ratio(%)	25.32%
CRAR - Tier II Capital Ratio(%)	0.60%
Debt Equity Ratio of the company	
Before the issue of debt securities as at September 30, 2018	2.75
After the issue of debt securities*	3.21

\* The debt-equity ratio post the Issue is indicative of the assumed inflow of Rs 40,000 million from the proposed Issue. The actual debt-equity ratio post the Issue would depend on the actual position of debt and equity on the Deemed Date of Allotment

A summary of the key operational and financial parameters for the last three financial years on a consolidated basis are as under:

(Rs in million)

Particulars	As at and for the financial year ended March 31, 2018	As at and for the financial year ended March 31, 2017	As at and for the financial year ended March 31, 2016
Networth	78,423.29	65,380.40	56,222.87
Total Debt of which			
Non Current Maturities of Long Term Borrowings	58,134.57	48,451.33	54,265.57
Short Term Borrowings	1,43,370.23	1,27,658.66	83,708.09
Current Maturities of Long Term Borrowings	34,354.96	45,656.76	50,568.27
Net Fixed Asset	2,378.17	2,462.10	2,423.45
Non Current Asset	25,759.32	11,882.02	5,560.58
Cash and Bank Balances	7,237.42	16,446.68	7,138.39
Current Investments	1,206.98	806.25	343.87
Current assets	3,17,291.93	3,09,959.40	2,68,386.94
Current Liabilities	2,02,303.31	2,00,473.56	1,51,804.91
Loan Assets under Management	310,560.49	255,711.49	244,103.97
Off Balance Sheet Assets			
Interest Income	64,513.91	58,159.90	48,727.60
Interest Expense	21,323.76	23,685.92	22,856.23
Provisioning & Write offs	2711.72	2966.50	1,664.05
PAT	17,840.79	11,997.85	8,145.00

For further details with respect to the financial information, kindly refer "Annexure A" of the Shelf Prospectus.

### HISTORY AND MAIN OBJECTS

#### Brief background of our Company

Our Company was originally incorporated as a private limited company on March 14, 1997 with the name "The Muthoot Finance Private Limited" under the Companies Act, 1956. Subsequently, by fresh certificate of incorporation dated May 16, 2007, our name was changed to "Muthoot Finance Private Limited". The Company was converted into a public limited company on November 18, 2008 with the name "Muthoot Finance Limited" and received a



fresh certificate of incorporation consequent upon change in status on December 02, 2008 from the ROC.

Our Company has obtained a certificate of registration dated December 12, 2008 bearing registration no. N. 16.00167 issued by the RBI to carry on the activities of a non-banking financial company without accepting public deposits under Section 45 IA of the RBI Act, 1934.

**Registered office**

The registered office of our Company is located at Muthoot Chambers, 2nd Floor, Opposite Saritha Theatre Complex, Banerji Road, Kochi 682 018, India.

**Change in registered office of our Company**

At the time of incorporation, the registered office of the company was situated at Supremo Complex, Toll Junction, Edapally, Kochi 682 024. With effect from November 20, 2001, the registered office of the Company was shifted to its present registered office, at Muthoot Chambers, 2nd Floor, Opposite Saritha Theatre Complex, Banerji Road, Kochi 682 018, India, for administrative convenience.

**Promoters and group companies**

Muthoot Fin Corp Limited is neither a related company nor is it a company under the same management within the meaning of the Companies Act, 1956\*. For further details regarding the Promoters and the group companies please refer to “Our Promoters” at page 133 of the Shelf Prospectus.

\*Disclosure made in accordance with letter from SEBI bearing no. IMD/DOF-1/BM/VA/OW/22785/2013 dated October 30, 2013.

For further details please refer to chapter titled “History and Main Objects” on page 110 of the Shelf Prospectus.

**LEGAL AND OTHER INFORMATION PENDING**

**PROCEEDINGS AND STATUTORY DEFAULTS**

As on the date of the Shelf Prospectus, there are no defaults in meeting statutory dues, institutional dues, and towards holders of instrument like debentures, fixed deposits and arrears on cumulative preference shares, etc., by our Company or by public companies promoted by

the Promoters and listed on the BSE or NSE.

Save as disclosed below, there are no pending proceedings pertaining to:

- (a) matters likely to affect operation and finances of our Company, promoter, director, subsidiaries, group companies, or any other person, whose outcome could have a material adverse effect on the Company, including disputed tax liabilities and contingent liabilities of any nature; and
- (b) criminal prosecution launched against our Company and the Directors for alleged offences under the enactments specified in Paragraph 1 of Part I of Schedule V to the Companies Act, 2013.

**Litigations against our Company**

**Civil cases**

1. Selvin Jayakumar, the owner of the branch located at Munnar, Kerala had filed RCOP seeking eviction of the Company from his premises, recovery of amounts towards damages and for use and occupation. The Company vacated the premises. Subsequently, the Company filed a suit for recovery of the rent advance and the landlord, i.e. Selvin Jayakumar set ex-party. The Company has remitted the balance court fee and the matter is posted to March 26, 2018 for filing written statement. Case is adjourned to 17/01/2019 for Written Statement.
2. Sunil Kumar, Anil Kumar and Ajit Kumar, the petitioners have filed a petition (R.C.O.P. No. 5 of 2012), before the Kollan Rent Controller cum District Munsiff under section 11(3) of the Kerala Buildings (Lease and Rent Control) Act, 1965. The Company had entered into a lease agreement with the petitioners to rent the property at room No. 1144/47, Ward 24, Kollam by lease agreement dated January 14, 2005 for a period of 10 years. The petitioners have instituted this petition for evicting the

Company from the leased premises. The matter was posted for hearing on December 18, 2013 and the court had transferred the matter to the mediation centre for settlement and it was posted on April 08, 2014 for hearing. Since the mediation did not result in a settlement, the matter was sent back to the court and an order has been passed against the Company to evict the premises.

The Company has filed an appeal against the order along with an interim application to stay the order of the lower court in RCOP NO.5/2012 until the disposal of the appeal, which has been admitted by the court and issued notice to the opposite party. We have obtained stay order from high court against the judgement of rent control appellate court Kollam. RCA.17/2015 filed before High Court along with an IA for interim stay. IA is allowed and Interim stay stands extend until further orders.

3. V. Karthik, the plaintiff has filed a suit (O.S. No. 10 of 2011) before the District Court, Trichy, against G. Vijayakumar, S. Ganeshan, and 59 others, including the Company. The suit relates to the schedule property in which the Company is a tenant. The plaintiff has alleged that he is entitled to half of the schedule property and has sought a decree of partition against G. Vijayakumar and S. Ganeshan and a mandatory injunction against the other defendants directing them to pay rent to the plaintiff in respect of his share of the schedule property. This matter is posted on April 20, 2018 for hearing and is currently pending. We have filed IA to set aside Ex parte order and the same is allowed and the case listed for evidence and posted to 23/01/2019.
4. S. Kalavathi, the plaintiff, has filed a suit (O.S No. 377 of 2012) dated October 17, 2012, before the Court of the Subordinate Judge, Dindigul against Balammal, Sujatha and 11 others, including the Company. The suit relates to the schedule property in which the Company is a tenant. The plaintiff has alleged that she is entitled to one fifth of the schedule property and has sought a decree directing Balammal and Sujatha to partition the property, failing which a commissioner should be appointed to partition the schedule property. The plaintiff has also sought a decree directing the other defendants to deposit the rent amounts payable by them, in the court. This matter is pending and posted on May 25, 2018 for hearing. Case listed for evidence and posted to 09/01/2019 for hearing.
5. Kamaljeet Singh Kumar, the plaintiff has filed a suit (no. 100 of 2008) dated April 23, 2009, before the Additional District Judge, Delhi against the Company, seeking the arrears of rent, mesne profits and costs for alleged damage caused to the property by the Company amounting to ₹ 911,773. The plaintiff is the owner of property that was leased to the Company. The plaintiff claims that the lease was terminated as the Company stopped making rent payments, but the Company is still in possession of the property and substantial damage has been caused to the property by the plaintiff. The Company in its reply, has contended that it terminated the tenancy vide a communication to the plaintiff dated May 01, 2007 and called upon the plaintiff to take possession of the property. It has stated that the property has been lying vacant and locked since May 31, 2007 as the plaintiff is refusing to take possession of the same. It has also stated that the rent amounts till May 31, 2007 have been paid in full and denied that any damage has been caused by the Company to the property. This matter has been posted for hearing on November 15, 2017. The suit no 100 of 2008 is decreed against us. We have filed appeal before High Court ie RFA 838/2018 & RFA 839/2018 and posted to 11/01/2019 for appearance of the respondents.
6. S.Devendran, the applicant, has filed an application (I.D 34 of 2013) against the Company before the Labour Court at Kollam on April 4, 2013. The applicant had been working as a Branch Manager at the Nellimoodu branch of the Company. He was been dismissed from the service for allegedly receiving counterfeit notes in respect of a certain loan repayment, without conducting an enquiry and framing specific charges. The applicant has filed this application for a declaration to the effect that his dismissal from service was irregular and illegal and for

being reinstated in service with back wages, continuity in service and all other benefits. This matter is posted for orders and the Company is currently awaiting a copy of the order. The matter is currently pending. The Case no. I.D 34 of 2013 Dismissed by Labour Court. Employee has filed W.P (38245/2018) before High Court of Kerala.

7. Ravi Kumar, the plaintiff has filed a suit (OS No.692 of 13) against the Company before the court of the Subordinate Judge, Thiruchirappalli on August 02, 2013. The plaintiff has leased a portion in the ground floor and a portion of the third floor of MDSR Enclave, Promenade Road, Cantonment, Thiruchirappalli to the Company. The plaintiff has alleged that the Company has not been making necessary payments of service tax for the abovementioned premises. The plaintiff has thus filed the suit for the recovery of service tax with subsequent interest of 12% from the date of the plaint till the date of the decree and a further interest of 6% till the date of realisation. The case is posted on June 22, 2018 for hearing. The case is Disposed on 07/12/2018 in favor of Company.
8. The Director, Financial Intelligence Unit, Department of Revenue, Government of India has issued an order bearing No. 1/DIR/ FIU-IND/2013 dated February 14, 2013 imposing a fine of Rs 2,69,70,000 under section 13 of the Prevention of Money Laundering Act, 2002 for failing to furnish cash transaction reports for 2,697 cash transactions between the period of April 01, 2006 and November 30, 2010. The Company responded to the Director, Financial Intelligence Unit stating that they had no intention to defy the law and deliberately act in its breach. The Company also raised certain legal grounds of challenge which were not upheld by the Director, Financial Intelligence Unit while passing the final order. Pursuant to this, the Company appealed the said order before the Hon'ble Appellate Tribunal, Prevention of Money Laundering Act at New Delhi in FPA-PMLA-457/DLI/2013 and MP-PMLA-1007/DLI/2014. The Tribunal by way of an order dated July 09, 2015 directed the Company to pay an amount of Rs. 2,44,70,000 within four weeks. The Company has however obtained a stay order from the Delhi High Court through an order dated August 07, 2015 after agreeing to deposit Rs. 50,00,000. The matter has been posted to March 10, 2017. The case is adjourned to 27/03/2019 for hearing.
9. K.V.D. Umamaheswara Rao filed a petition under Order XXI, Rule 58 and Section 47 of CPC against the Company and Kancharla Venkata Murali Krishna, before the Court of the Hon'ble II Additional District Judge at Guntur in O.S. No. 90 of 2011, seeking the setting aside of attachment orders passed by the District Judge, Guntur on April 19, 2013 against certain schedule property. The suit is posted to 24/01/2019 for 3rd party Enquiry.

#### **Criminal cases**

1. Davidson Tharmaraj, the complainant, has instituted a criminal case (C.C. No. 110 of 2011) before the Court of the Judicial Magistrate, Tenkasi against the Company, the Promoters, Subramanian, the ex-Manager of the Tenkasi south Masi street branch of the Company and A. Mahadevan Pillai, the gold auctioneer, the accused in the present case. The complainant has alleged that between January 12, 2004 and February 9, 2004, on the advice of one of the accused, he pledged gold ornaments and availed loans from the Company on four separate occasions, amounting to a sum of ₹ 0.1 million without the accused having mentioned the rate of interest of such loans. The complainant has also alleged that the Company's pawn broker license had expired in March, 2003 and has not been renewed and hence the Company was not authorised to conduct the auctions as it was in contravention of the Tamil Nadu Pawn Brokers Act, 1943. The complainant has alleged that the accused were guilty of offences under sections 420, 419, 406 and 409 of the IPC read with section 120(b) of the IPC. The Company and other accused have filed a criminal original petition CrI.OP (MD) No. 7174 of 2011 before the High Court of Judicature at Madras, Madurai Bench, seeking to have the proceedings in the present case (C.C. 110 of 2011) quashed. The Madurai Bench of the Madras High Court has passed an order dated January 23, 2018

dispensing with the personal appearance of the accused and staying all proceedings in the present case on the file of the Judicial Magistrate, Tenkasi, pending disposal of the above CrI.OP(MD) No. 7174 of 2011. The matter is posted for hearing on April 03, 2018 and is currently pending. High Court of Madras allowed CrI OP 7174/2011 and quashed the charges levelled in CC 110/2011 on 11/09/2018. Hence the matter stand closed.

2. Vipin Bhola, the complainant in the present matter, has filed a criminal complaint (CC No: 106 of 2012), under sections 406, 467, 468 and 471 of the IPC against the Company and certain employees before the Judicial Magistrate, Gurgaon. The complainant has alleged that he was an agent of the Company and that he has deposited gold ornaments with the Company. The complainant has also alleged that the Company has refused to redeem the ornaments pledged with it against part re-payment of the amount of loan taken by the complainant. This matter has been dismissed. However, the complainant has filed a revision petition which is posted on October 10, 2017 for arguments. The suit is posted to 16.01.2019 for written arguments.

The Assistant Registrar, Co-operative Society, the complainant, had filed an FIR against the Company under sections 5 and 28 of Karnataka Money Lenders Act, 1961 and sections 4 and 15 of the Karnataka Prohibition of Charging Exorbitant Interest Act, 2004. The Company has filed a petition (Criminal Petition No. 3981 of 2012) before the High Court of Karnataka, Bangalore to quash the FIR. The court vide order dated July 24, 2012 has granted an interim stay till the disposal of the matter. The matter was last posted on November 02, 2016 where the Company's advocate submitted an application for extension of the stay order. The application was allowed by the court and the stay order was extended till the final hearing of the case. Case is pending before High Court of Karnataka for final disposal.

*For further details, please refer to Section titled "Legal and Other Information" on page 190 of the Shelf Prospectus.*

## **OTHER REGULATORY AND STATUTORY DISCLOSURES**

### **Authority for the Issue**

At the meeting of the Board of Directors of our Company, held on May 16, 2018, the Directors approved the issuance to the public of Secured NCDs and unsecured redeemable non-convertible debentures of face value of ₹ 1,000 each, aggregating up to ₹ 60,000 millions.

The present issue through the Shelf Prospectus of Secured NCDs is for an amount upto ₹ 40,000 million ("**Shelf Limit**"), hereinafter called the "Issue" is approved by NCD Committee meeting dated January 09, 2019. The NCDs will be issued in one or more tranches up to the Shelf Limit, on terms and conditions as set out in the relevant tranche prospectus for any tranche issue (each a "**Tranche Issue**"), which issue is being made as decided by NCD Committee of Board of Directors.

Further, the present borrowing is within the borrowing limits under Section 180(1)(c) of the Companies Act, 2013 duly approved by the shareholders' vide their resolution dated September 25, 2014.

### **Prohibition by SEBI**

Our Company, persons in control of our Company and/or our Promoters and/or our Directors have not been restrained, prohibited or debarred by SEBI from accessing the securities market or dealing in securities and no such order or direction is in force. Further, no member of our promoter group has been prohibited or debarred by SEBI from accessing the securities market or dealing in securities due to fraud.

### **Disclaimer Clause of SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR**

THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS

EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKERS, EDELWEISS FINANCIAL SERVICES LIMITED AND A. K. CAPITAL SERVICES LIMITED, HAVE CERTIFIED THAT DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUE IS PRIMARILY RESPONSIBLE FOR CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MERCHANT BANKERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKERS, EDELWEISS FINANCIAL SERVICES LIMITED AND A. K. CAPITAL SERVICES LIMITED, HAVE FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED FEBRUARY 05, 2019 WHICH READS AS FOLLOWS:

“We confirm that neither the issuer nor its promoters or directors have been prohibited from accessing the capital market under any order or direction passed by the Board. We also confirm that none of the intermediaries named in the offer document have been debarred from functioning by any regulatory authority.

We confirm that all the material disclosures in respect of the issuer have been made in the offer document and certify that any material development in the issue or relating to the issue up to the commencement of listing and trading of the NCDs offered through this issue shall be informed through public notices / advertisements in all those newspapers in which pre- issue advertisement and advertisement for opening or closure of the issue will be given.

We confirm that the offer document contains all disclosures as specified in the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended.

We also confirm that all relevant provisions of the Companies Act, 2013 (to the extent notified as on the date of the Shelf Prospectus), Securities Contracts, (Regulation) Act, 1956, Securities and Exchange Board of India Act, 1992 and the Rules, Regulations, Guidelines, Circulars issued thereunder are complied with.

We confirm that no comments / complaints were received on the Draft Shelf Prospectus dated January 28, 2019 filed with BSE Limited.

#### Disclaimer Clause of the BSE

BSE Limited (“the Exchange”) has given, vide its letter dated February 05, 2019 permission to this Company to use the Exchange’s name in this offer document as one of the stock exchanges on which this company’s securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:

- warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- warrant that this Company’s securities will be listed or will continue to be listed on the Exchange; or
- take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

And it should not for any reason be deemed or construed that this offer document has been cleared or approved by the Exchange. Every person who desires to apply for, or otherwise acquires any securities of this Company may do so pursuant to Independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by any reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

#### Disclaimer Clause of the RBI

THE COMPANY IS HAVING A VALID CERTIFICATE OF REGISTRATION DATED DECEMBER 12, 2008 ISSUED BY THE RESERVE BANK OF INDIA UNDER SECTION 45 IA OF THE RESERVE BANK OF INDIA ACT, 1934. HOWEVER, THE RBI DOES NOT ACCEPT ANY RESPONSIBILITY OR GUARANTEE ABOUT THE PRESENT POSITION AS TO THE FINANCIAL SOUNDNESS OF THE COMPANY OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS OR REPRESENTATIONS MADE OR OPINIONS EXPRESSED BY THE COMPANY AND FOR REPAYMENT OF DEPOSITS/ DISCHARGE OF LIABILITY BY THE COMPANY.

#### Listing

Application will be made to the BSE simultaneously with the filing of the Shelf Prospectus for permission to deal in and for official quotation in NCDs. If permission to deal in and for an official quotation of our NCDs is not granted by the BSE, our Company will forthwith repay, without interest, all monies received from the applications in pursuance of the Shelf Prospectus.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the stock exchange mentioned above are taken within 6 Working Days from the date of closure of the issue.

For the avoidance of doubt, it is hereby clarified that in the event of non subscription to any one or more of the Options, such NCDs with Option(s) shall not be listed.

#### Consents

Consents in writing of: (a) the Directors, (b) our Company Secretary and Compliance Officer, (c) Chief Financial Officer, (d) Lead Managers,

(e) the Registrar to the Issue, (f) Legal Advisor to the Issue, (g) Credit Rating Agencies, (h) the Debenture Trustee, (i) IMACS for the inclusion of the industry report; and (j) Statutory Auditor; (k) lenders of the

Company to act in their respective capacities, have been obtained and the same will be filed along with a copy of the Shelf Prospectus and Tranche Prospectus with the ROC, stock exchange and SEBI.

The consent of the Statutory Auditors of our Company, namely Varma

& Varma, Chartered Accountants for (a) inclusion of their names as the Statutory Auditors, (b) examination reports on Reformatted Financial Statements in the form and context in which they appear in the Shelf Prospectus, (c) the statement of tax benefits available to the debenture holders in the form and context in which they appear in the Shelf Prospectus; (d) report on limited review of unaudited standalone financials for the quarter and six months ended September 30, 2018; and (e) report on limited review of unaudited standalone financial statements for the quarter ended June 30, 2018 have been obtained and has not withdrawn such consent and the same will be filed along with a copy of the Shelf Prospectus and relevant Tranche Prospectus with the ROC, stock exchange and SEBI.

#### Expert Opinion

Except the (i) Auditors report on Financial Statements issued by Varma & Varma, Chartered Accountants dated January 03, 2019, report on limited review of the unaudited financial statements for the quarter and three months ended June 30, 2018 and the half-year ended September 30, 2018 and Statement of Tax Benefits issued by Varma & Varma, Chartered Accountants dated January

03, 2019; and (ii) IMAcS Industry Report-Gold Loan Market in India 2018 and IMAcS Industry Report-Gold Loan Market in India 2017, the Company has not obtained any expert opinions.

**Common form of Transfer**

All trading / transfers of Securities will only be in Demat form and as per the provisions of the Companies Act, 2013 applicable as on the date of the Shelf Prospectus and all applicable laws shall be duly complied with in respect of all transfer of debentures and registration thereof.

**Minimum Subscription**

If our Company does not receive the minimum subscription of 75 % of the Base Issue, i.e. ₹ 750 millions within the prescribed timelines under Companies Act and any rules thereto, the entire subscription amount shall be refunded to the Applicants within the timelines prescribed under Applicable Law. The refunded subscription amount shall be credited only to the account from which the relevant subscription amount was remitted. In the event, there is a delay, by the issuer in making the aforesaid refund, the Company will pay interest at the rate of 15% per annum for the delayed period.

**Filing of the Shelf Prospectus and Tranche Prospectus with the RoC**

A copy of the Shelf Prospectus and the Tranche Prospectus shall be filed with the Registrar of Companies in accordance with Section 26 and Section 31 of the Companies Act, 2013.

**Debenture Redemption Reserve**

Section 71 of the Companies Act, 2013, read with Rule 18 made under Chapter IV of the Companies Act, 2013, requires that any company that intends to issue debentures must create a DRR for the purpose of redemption of debentures, in accordance with the following conditions:

(a) the DRR shall be created out of the profits of the company available for payment of dividend, (b) the DRR shall be equivalent to at least 25% of the value of the outstanding debentures issued through the public issue in accordance with the SEBI Debt Regulations in case of NBFCs registered with the RBI. Accordingly, our Company is required to create a DRR of 25% of the value of the outstanding NCDs issued through the Issue. In addition, as per Rule 18 (7) (e) under Chapter IV of the Companies Act, 2013, the amounts credited to DRR shall not be utilised by our Company except for the redemption of the NCDs. Every company required to create or maintain DRR shall before the 30th day of April of each year, deposit or invest, as the case may be, a sum which shall not be less than 15% of the amount of its debentures maturing during the year ending on the 31st day of March, following any one or more of the following methods: (a) in deposits with any scheduled bank, free from charge or lien; (b) in unencumbered securities of the Central Government or of any State Government; (c) in unencumbered securities mentioned in clauses (a) to (d) and (ee) of section 20 of the Indian Trusts Act, 1882; (d) in unencumbered bonds issued by any other company which is notified under clause (f) of section 20 of the Indian Trusts Act, 1882. The amount deposited or invested, as the case may be, shall not be utilised for any purpose other than for the repayment of debentures maturing during the year referred to above, provided that the amount remaining deposited or invested, as the case may be, shall not at any time fall below 15% of the amount of debentures maturing during the 31st day of March of that year. This may have a bearing on the timely redemption of the NCDs by our Company.

**Issue Related Expenses**

The expenses for each Tranche Issue include, inter alia, lead management fees and selling commission to the lead managers, lead-brokers, fees payable to debenture trustees, underwriters, the Registrar to the Issue, SCSBs' commission/fees, printing and distribution expenses, legal fees, advertisement expenses and listing fees. The Issue expenses and listing fees will be paid by our Company. The estimated breakdown of the total expenses for each Tranche Issue shall be as specified in the relevant Tranche Prospectus.

**Underwriting**

The Issue may or may not be underwritten. Details of underwriting, if any, will be specified in the relevant Tranche Prospectus.

**Identification as wilful defaulter**

Neither our Company nor any Promoter or Director is a wilful defaulter identified by the RBI/ECGC or any other governmental authority nor in default of payment of interest or repayment of principal amount in respect of debt securities issued by it to the public, if any, for a period of more than six months.

**Reservation**

No portion of this Issue has been reserved.

*For further details please refer to "Other Regulatory and Statutory Disclosures" on page 205 of the Shelf Prospectus.*

**RISK FACTORS**

*Prospective investors should carefully consider the risks and uncertainties described below, in addition to the other information contained in the Shelf Prospectus including the section titled "Our Business" and Annexure A titled "Financial Information" at pages 85 and A-1 of the Shelf Prospectus respectively, before making any investment decision relating to the NCDs. If any of the following risks or other risks that are not currently known or are now deemed immaterial, actually occur, our business, financial condition and result of operation could suffer, the trading price of the NCDs could decline and you may lose all or part of your interest and/or redemption amounts. The risks and uncertainties described in this section are not the only risks that we currently face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations and financial condition.*

*Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. The ordering of the risk factors is intended to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.*

*The Shelf Prospectus contains forward looking statements that involve risk and uncertainties. Our Company's actual results could differ materially from those anticipated in these forward looking statements as a result of several factors, including the considerations described below and elsewhere in the Shelf Prospectus.*

*Unless otherwise stated, financial information used in this section is derived from the Reformatted Financial Statements as of and for the years ended March 31, 2014, 2015, 2016, 2017 and 2018 prepared under the Indian GAAP.*

**INTERNAL RISK FACTORS**

**Risks relating to our Business and our Company**

1. *We and certain of our Directors are involved in certain legal and other proceedings (including criminal proceedings) that if determined against us, could have a material adverse effect on our business, financial condition and results of operations.*
2. *The "Muthoot" logo and other combination marks are proposed to be registered in the name of our Promoters. If we are unable to use the trademarks and logos, our results of operations may be adversely affected. Further, any loss of rights to use the trademarks may adversely affect our reputation, goodwill, business and our results of operations.*
3. *Our business requires substantial capital, and any disruption in funding sources would have a material adverse effect on our liquidity and financial condition.*
4. *Our financial performance is particularly vulnerable to interest rate risk. If we fail to adequately manage our interest rate risk in the future it could have an adverse effect on our net interest margin, thereby adversely affecting our business and financial condition.*

5. *We may not be able to recover the full loan amount, and the value of the collateral may not be sufficient to cover the outstanding amounts due under defaulted loans. Failure to recover the value of the collateral could expose us to a potential loss, thereby adversely affect our financial condition and results of operations.*
6. *We face increasing competition in our business which may result in declining margins if we are unable to compete effectively. Increasing competition may have an adverse effect on our net interest margin, and, if we are unable to compete successfully, our market share may decline.*
7. *We have certain contingent liabilities; in the event any of these contingent liabilities materialise, our financial condition may be adversely affected.*
8. *We may not be able to successfully sustain our growth strategy. Inability to effectively manage our growth and related issues could materially and adversely affect our business and impact our future financial performance.*
9. *We may not be in compliance with relevant state money lending laws, which could adversely affect our business. In the event that any state government requires us to comply with the provisions of their respective state money lending laws, or imposes any penalty, including for prior non-compliance, our business, results of operations and financial condition may be adversely affected.*
10. *A major part of our branch network is concentrated in southern India and any disruption or downturn in the economy of the region would adversely affect our operations.*
11. *Our indebtedness and the conditions and restrictions imposed by our financing agreements could restrict our ability to conduct our business and operations in the manner we desire.*
12. *Our financing arrangements contain restrictive covenants that may adversely affect our business and operations, some of which we are currently in breach of or have breached in the past.*
13. *Our Gold Loans are due within one year of disbursement, and a failure to disburse new loans may result in a reduction of our loan portfolio and a corresponding decrease in our interest income.*
14. *If we are not able to control or reduce the level of non-performing assets in our portfolio, the overall quality of our loan portfolio may deteriorate and our results of operations may be adversely affected.*
15. *We face difficulties in carrying out credit risk analyses on our customers, most of whom are individual borrowers, which could have a material and adverse effect on our results of operations and financial condition.*
16. *Our customer base comprises entirely of individual borrowers, who generally are more likely to be affected by declining economic conditions than large corporate borrowers. Any decline in the repayment capabilities of our borrowers, may result in increase in defaults, thereby adversely affecting our business and financial condition.*
17. *Because we handle high volume of cash and gold jewelry in a dispersed network of branches, we are exposed to operational risks, including employee negligence, fraud, petty theft, burglary and embezzlement, which could harm our results of operations and financial position.*
18. *A decline in our capital adequacy ratio could restrict our future business growth.*
19. *If we fail to maintain effective internal control over financial reporting in the future, the accuracy and timing of our financial reporting may be adversely affected.*
20. *We may experience difficulties in expanding our business into additional geographical markets in India, which may adversely affect our business prospects, financial conditions and results of operations.*
21. *System failures or inadequacy and security breaches in computer systems may adversely affect our operations and result in financial loss, disruption of our businesses, regulatory intervention or damage to our reputation.*
22. *We may not be able to maintain our current levels of profitability due to increased costs or reduced spreads.*
23. *Our ability to access capital also depends on our credit ratings. Any downgrade in our credit ratings would increase borrowing costs and constrain our access to capital and lending markets and, as a result, would negatively affect our net interest margin and our business.*
24. *We may be subject to regulations in respect of provisioning for non-performing assets that are less stringent than in some other countries. If such provisions are not sufficient to provide adequate cover for loan losses that may occur, this could have an adverse effect on our financial condition, liquidity and results of operations.*
25. *We are subject to supervision and regulation by the RBI as a non-deposit-taking systemically important NBFC. In case of any adverse change in the regulations, we may have to comply with stricter regulations and guidelines issued by regulatory authorities in India which may adversely affect our business, results of operation and financial condition.*
26. *RBI regulations have made our Gold Loans ineligible for securitization, making our cost of funds higher*
27. *Our ability to assess, monitor and manage risks inherent in our business differs from the standards of some of our counterparts in India and in some developed countries. Inability to effectively manage our risk management systems can adversely affect our business, financial condition and results of operation.*
28. *Any failure by us to identify, manage, complete and integrate acquisitions, divestitures and other significant transactions successfully could adversely affect our results of operations, business and prospects.*
29. *In order to be successful, we must attract, retain and motivate key employees, and failure to do so could adversely affect our business. Failure to hire key executives or employees could have a significant impact on our operations.*
30. *Our insurance coverage may not be adequate to protect us against all potential losses to which we may be subject. Any liability in excess of our insurance claim could have a material adverse effect on our results of operations and financial position.*
31. *Our results of operations could be adversely affected by any disputes with our employees.*
32. *Our inability to obtain, renew or maintain our statutory and regulatory permits and approvals required to operate our business may have a material adverse effect on our business, financial condition and results of operations.*
33. *Major lapses of control, system failures or calamities could adversely impact our business.*
34. *Our ability to borrow from various banks may be restricted on account of guidelines issued by the RBI imposing restrictions on banks in relation to their exposure to NBFCs. Any limitation on our ability to borrow from such banks may increase our cost of borrowing, which could adversely impact our growth, business and financial condition.*
35. *We have entered into certain transactions with related parties. Any transaction with related parties may involve conflicts of interest.*
36. *We have not entered into any definitive agreements to utilise a substantial portion of the net proceeds of the Issue.*
37. *We continue to be controlled by our Promoters and they will continue to have the ability to exercise significant control over us. We cannot assure you that exercise of control by our Promoters will always favour our best interest.*
38. *Our business strategy may change in the future and may be different from that which is contained herein. Any failure to successfully diversify into other businesses can adversely affect our financial condition.*

39. *Our Promoters, Directors and related entities have interests in a number of entities, which are in businesses similar to ours and this may result in potential conflicts of interest with us.*
40. *We are significantly dependent on our management team and our ability to attract and retain talent. Loss of any member from our management team can adversely affect our business and results of operation.*
41. *Our employees may be the target of theft, burglary and other crimes which may adversely affect our business, operations, and ability to recruit and retain employees.*
42. *Our internal procedures, on which we rely for obtaining information on our customers and loan collateral, may be deficient and result in business losses.*
43. *We do not own a majority of our branches of operation. Any termination of arrangements for lease of our branches or our failure to renew the same in a favourable, timely manner, or at all, could adversely affect our business and results of operations. Most of the lease agreements entered into by our Company may not be duly registered or adequately stamped.*
44. *Our Company is exposed to fluctuations in the market values of its investment and other asset portfolio.*
45. *We are required to prepare our financial statements with effect from April 1, 2018 under the Ind AS. As Ind AS differs in various respects from Indian GAAP, our financial statements for the financial year 2019 may not be comparable to our historical financial statements.*
46. *Our inability to detect money-laundering and other illegal activities fully and on a timely basis may expose us to additional liability and adversely affect our business and reputation.*
47. *Our business and activities may be regulated by the Competition Act, 2002.*
57. *You may not be able to recover, on a timely basis or at all, the full value of the outstanding amounts and/or the interest accrued thereon in connection with the Secured NCDs. Failure or delay to recover the expected value from a sale or disposition of the assets charged as security in connection with the Secured NCDs could expose you to a potential loss.*
58. *If we do not generate adequate profits, we may not be able to maintain an adequate DRR for the NCDs issued pursuant to the Shelf Prospectus, which may have a bearing on the timely redemption of the NCDs by our Company.*
59. *There may be no active market for the NCDs on the retail debt market/ capital market segment of the BSE. As a result the liquidity and market prices of the NCDs may fail to develop and may accordingly be adversely affected.*
60. *There may be a delay in making refund to Applicants.*
61. *Any downgrading in credit rating of our NCDs may adversely affect the value of NCDs and thus our ability to raise further debts.*
62. *Securities on our Secured NCDs rank as pari passu with our Company's secured indebtedness.*
63. *Payments to be made on the NCDs will be subordinated to certain tax and other liabilities preferred by law. In the event of bankruptcy, liquidation or winding-up, there may not be sufficient assets remaining to pay amounts due on the NCDs.*
64. *The fund requirement and deployment mentioned in the Objects of the Issue have not been appraised by any bank or financial institution.*
65. *The Shelf Prospectus includes certain unaudited financial information, which has been subjected to limited review, in relation to our Company. Reliance on such information should, accordingly, be limited.*
66. *Security provided for the Issue may not be enforceable if the security provided for the Issue is classified as 'Assets' under the IT Act and will be void as against any claim in respect of any tax or any other sum payable by our Company.*

#### **EXTERNAL RISK FACTORS**

##### **Risk factors related to India**

48. *There could be political, economic or other factors that are beyond our control but may have a material adverse impact on our business and results of operations should they materialize.*
49. *A decline in India's foreign exchange reserves may affect liquidity and interest rates in the Indian economy, which could adversely impact our financial condition.*
50. *Companies operating in India are subject to a variety of central and state government taxes and surcharges. Any increase in tax rates could adversely affect our business and results of operations.*
51. *Public companies in India falling under specific categories as notified under Companies Act, 2013, are required to prepare financial statements under new accounting standards namely IND AS w.e.f financial year 2016-17. Currently, this is made applicable to NBFCs from financial year 2018-2019. We may be negatively affected by this transition.*
52. *Financial difficulty and other problems in certain financial institutions in India could adversely affect our business.*
53. *Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws and regulations, may adversely affect our business and financial performance.*

##### **Risks relating to the Issue and the NCDs**

54. *We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and the NBFC and Gold Loan industries contained in the Shelf Prospectus.*
55. *There are other lenders and debenture trustees who have pari passu charge over the Security provided.*
56. *Changes in interest rate may affect the price of our NCD. Any increase in rate of interest, which frequently accompany inflation and/or a*

- growing economy, are likely to have a negative effect on the price of our NCDs.
67. *Our Promoters, Directors and related entities have interests in a number of entities, which are in businesses similar to ours and this may result in potential conflicts of interest with us.*
68. *We are significantly dependent on our management team and our ability to attract and retain talent. Loss of any member from our management team can adversely affect our business and results of operation.*
69. *Our employees may be the target of theft, burglary and other crimes which may adversely affect our business, operations, and ability to recruit and retain employees.*
70. *Our internal procedures, on which we rely for obtaining information on our customers and loan collateral, may be deficient and result in business losses.*
71. *We do not own a majority of our branches of operation. Any termination of arrangements for lease of our branches or our failure to renew the same in a favourable, timely manner, or at all, could adversely affect our business and results of operations. Most of the lease agreements entered into by our Company may not be duly registered or adequately stamped.*
72. *Our Company is exposed to fluctuations in the market values of its investment and other asset portfolio.*
73. *We are required to prepare our financial statements with effect from April 1, 2018 under the Ind AS. As Ind AS differs in various respects from Indian GAAP, our financial statements for the financial year 2019 may not be comparable to our historical financial statements.*
74. *Our inability to detect money-laundering and other illegal activities fully and on a timely basis may expose us to additional liability and adversely affect our business and reputation.*
75. *Our business and activities may be regulated by the Competition Act, 2002.*

##### **Prominent Notes:**

- This is a public issue of upto ₹ 40,000.00 million secured redeemable non-convertible debentures of face value of ₹ 1,000 each ("NCDs") ("Shelf Limit"). The NCDs will be issued in one or more tranches up to the Shelf Limit, on terms and conditions as set out in the relevant tranche prospectus for any tranche issue (each a "Tranche Issue"), which issue is being made pursuant to the provisions of Securities and Exchange Board Of India (Issue and Listing Of Debt Securities) Regulations, 2008 as amended (the "SEBI Debt Regulations"), the Companies Act, 2013 and rules made thereunder as amended to the extent notified.
- For details on the interest of our Company's Directors, see the sections titled "Our Management" and "Capital Structure" beginning at pages 115 and 47 of the Shelf Prospectus respectively.
- Our Company has entered into certain related party transactions, within the meaning of AS 18 as notified by the Companies (Accounting Standards) Rules, 2006, as disclosed in Annexure A titled "Financial Information" beginning on page A-1 of the Shelf Prospectus.
- Any clarification or information relating to the Issue shall be made available by the Lead Managers and our Company to the investors at large and no selective or additional information would be available for a section of investors in any manner whatsoever.
- Investors may contact the Registrar to the Issue, Compliance Officer and the Lead Managers for any complaints pertaining to the Issue. In case of any specific queries on allotment/refund, Investor may contact the Registrar to the Issue.

- In the event of oversubscription to the Issue, allocation of NCDs will be as per the “Basis of Allotment” set out on page 79 of the Tranche I Prospectus.
- Our Equity Shares are listed on the NSE and BSE. Our non-convertible debentures issued pursuant to eighteen public issues in the past are listed on NSE and/or BSE.
- As of March 31, 2018, we had certain contingent liabilities not provided for, amounting to ₹ 5,790.60 million. For further information on such contingent liabilities, see “Financial Information” at Annexure A on page A-1 of the Shelf Prospectus.
- For further information relating to certain significant legal proceedings that we are involved in, see “Pending Proceedings and Statutory Defaults” beginning on page 190 of the Shelf Prospectus.

**MATERIAL DEVELOPMENTS**

Since March 31, 2018, the following material developments have taken place:

**Further Investments in Subsidiaries**

Muthoot Finance Limited subscribed to 2,14,28,571 further equity shares of M/s. Muthoot Homefin (India) Limited (MHIL) infusing Rs.1499.99 million in second quarter of FY 2018-19.

Muthoot Finance Limited subscribed to 87,27,755 further equity shares and acquired 11,21,366 equity shares of Belstar Investment and Finance Private Limited increasing its shareholding in BIFPL to 70.01% since March 31, 2018.

Muthoot Finance Limited has acquired in third quarter of FY 2018-19 M/s. Muthoot Money Pvt Ltd (MMPL), a Non Deposit taking Non-Banking Financial Company (NBFC-ND) engaged in lending, primarily in vehicle finance business, by acquiring 5,625 equity shares of face value Rs. 1,000/- each at a price of Rs. 17,685/- per share aggregating to Rs. 99.48 million from existing shareholders, thus making it a wholly owned subsidiary. It also subscribed to 56,545 fresh equity shares of face value of Rs. 1,000/- each at Rs. 17,685/-per share aggregating to Rs. 999.99 million.

**Allotment of equity shares pursuant to exercise of Employee Stock Options**

Post March 31, 2018, the Nomination and Remuneration Committee of the Board of Directors of the Company under the Muthoot ESOP 2013 allotted, 50205, 120327 and 371510 equity shares of face value of ₹ 10 each on May 15, 2018, September 19, 2018 and December 18, 2018 respectively pursuant to exercise of Employee Stock Options by the Employees of the Company. As on the date of the Shelf Prospectus, the issued, subscribed and paid – up share capital of the Company is ₹ 4,005,832,810.

**Unaudited Financial Statements**

On December 06, 2018 the Company has announced its unaudited financial statements (refer Annexure B of the Shelf prospectus) for the quarter and half year ended September 30, 2018.

On September 04, 2018 the Company has announced its unaudited financial statements (refer Annexure B of the Shelf prospectus) for the quarter ended June 30, 2018.

**MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

The contracts which are or may be deemed material have been entered or are to be entered into by the Company. These contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of the Company situated at Muthoot Chambers, 2nd Floor, Opposite Saritha Theatre Complex, Banerji Road, Ernakulam, Kerala 682 018 from 10.00 AM to 5.00 P.M during which the Tranche I Issue Period.

For further details please refer to “Material Contracts and Documents for Inspection” on page 107 of the Tranche I Prospectus.

**DECLARATION**

We, the Directors of the Company, certify that all the relevant provisions of the Companies Act, 2013, as applicable on the date of the Tranche I Prospectus and the guidelines issued by the Government of India or the guidelines issued by the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with. We further certify that the disclosures made in the Tranche I Prospectus are true and correct and in conformity with the Companies Act, 2013, Schedule I of SEBI (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and no statement made in the Tranche I Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956 or the Securities and Exchange Board of India Act, 1992 or rules, guidelines and circulars issued thereunder.

**SIGNED BY ALL DIRECTORS:**

M. G. George Muthoot Whole Time Director and Chairman	:	Sd
George Thomas Muthoot Whole Time Director	:	Sd
George Jacob Muthoot Whole Time Director	:	Sd
George Alexander Muthoot Managing Director	:	Sd
Alexander M. George Whole Time Director	:	Sd
K. George John Independent Director	:	Sd
Jacob Benjamin Koshy Independent Director	:	Sd
John K Paul Independent Director	:	Sd
George Joseph Independent Director	:	Sd
Pamela Anna Mathew Independent Director	:	Sd
Jose Mathew Independent Director	:	Sd

**FOR FURTHER DETAILS PLEASE REFER TO SHELF PROSPECTUS AND TRANCHE I PROSPECTUS BOTH DATED FEBRUARY 05, 2019**

**TIMING FOR SUBMISSION OF APPLICATION FORM**

Application shall be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time, "IST") during the Issue Period as mentioned above by the Members of the Syndicate, Trading Members and designated branches of SCSBs, except that on the Issue Closing Date when the Applications if any, shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and shall be uploaded until 5.00 p.m. (IST) or such extended time as permitted by the Stock Exchanges. It is clarified that the Applications not uploaded in the Stock Exchange Platform would be rejected.

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their Applications one day prior to the Issue Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Issue Closing Date. All times mentioned in the Prospectus are Indian Standard Time. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public offerings, some Applications may not get uploaded due to lack of sufficient time.

*Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Business Days, i.e., Monday to Friday (excluding any public holiday). Neither our Company, nor any Member of the Syndicate, is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.*

**CENTERS FOR AVAILABILITY AND ACCEPTANCE OF APPLICATION FORMS**

The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> as updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, refer to the above-mentioned link.

Applicants can submit ASBA Forms in the Offer using the stock broker network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, RTAs and CDPs, eligible to accept Applications in the Issue, including details such as postal address, telephone number and email address, are provided on the websites of the BSE at [http://www.bseindia.com/Markets/PublicIssues/brokercentres\\_new.aspx?expandable=3](http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3) for Registered Brokers and <http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6> for RTAs and CDPs, as updated from time to time.

**BIDDING CENTRE DETAILS - LEAD BROKERS****A. K. STOCKMART PRIVATE LIMITED**

**Mumbai:** 30-39, 3rd Floor, Free Press House, Free Press Journal Marg, 215, Nariman Point, Mumbai - 400 021 Parag Zaveri- Board: +91-22-67546500/66349300

**INTEGRATED ENTERPRISES (INDIA) PRIVATE LIMITED**

**CHENNAI :** **Adyar** - Ground Floor, 15, Balam Road, Adyar, Chennai - 600 020. - 24420776 / 24914178; **Adambakkam** - Door No. 14, 1st Floor, R k Plaza, Lake View Road, Adambakkam, Chennai - 600088 - 22601351/22600146; **Alwarpet** - G-11, Alsa Regency, 16/165 Eldams Road, Opp. To Indian Bank, Alwarpet, Chennai - 600018 - 24338055 / 24338255; **Ambattur** - Old No. 18/2, New No. 58, Mounasamy Madam Street, Ambattur, Chennai - 600053 - 26570654 / 26570679; **Anna Nagar** - 1 - No. W-65 A1, TLV Manor, Ground Floor, (Opp. Tower Club), Annanagar, Chennai-600040 - 26282616 / 26214371; **Anna Nagar** - 2 - W-596/G1, Ground Floor, Absara Manor, Park Road, Anna Nagar West Extension, Chennai - 600 101 - 7358020819 / 7358020820 / 26152420 / 26152430; **Ashok Nagar** - New No. 33, 11th Avenue, (Near Grand Sweets), Ashok Nagar, Chennai - 600 083. - 24895378 / 24718482; **Avadi** - No.23/3, 1st Floor, Anna Street, Gandhi Nagar, Avadi - Chennai-600054. - 26380200/26380204; **Chrompet** - No. 53 and 55, First Floor, Shop-C, Station Road, Radha Nagar, Chrompet, Chennai - 600044. - 22653171 / 22653172; **George Town** - Old No 111 New No 227, Thambu Chetty Street, First Floor (Near Kalikambal Kovil), George Town, Chennai - 600 001. - 25241041 / 25219488; **K K Nagar** - No. 99, Dr. Lakshmanaswamy Salai, K K Nagar, Chennai - 600078 - 23662227 / 23663227; **Korattur** - New No. 19, 780F, North Avenue, Korattur, Chennai - 600080 - 26870901 / 903 / 904; **Maraimalai Nagar** - No. 33/7, Pavender Salai, NH-1, MIG, Maraimalai Nagar, Kanchipuram - 603209. - 27454767; **Madhavaram** - Plot No. 4-7, Annai Velankanni Nagar, Office No. 1, Arul Nagar Bus Stop, Madhavaram Milk Colony High Road, Chennai - 600051. - 25559918 / 25559919; **Mogappair** - Poomani Plaza, Block No. 6, Door No: 3, First Floor, Mogappair (West), Chennai - 600037. - 26531033/26531381; **Mylapore** - 11-A, Ground Floor, East Abiramapuram, 1st Street, Mylapore, Chennai-600004 - 24983748 / 24983502; **Nanganallur** - No 15, 14th Street, 3rd Main Road, Nanganallur, Chennai - 600 061. - 22673928 / 22673728; **OMR - Kandanchavadi** - No. 21, Rajiv Gandhi Salai, Kandanchavadi, OMR Road, Chennai - 600096. - 2491812/2491813/2491814; **Perambur** - New No 73, Old No 33, Madhavaram High Road, Perambur, Chennai - 600 011. - 25521353 / 25521352; **Porur** - 2/52, 1<sup>st</sup> Floor, Vinayakar Koil Street, New Colony (Near St John School), Porur, Chennai - 600 116. Mobile: 99402 45558 Phone- - 24765137 / 24766755; **Periyar Nagar** - Old No. 40, New No. 16, First main Road, Jawaharnagar, Chennai- 600082. ; Mobile: 99403 43916. Phone: 2670 3125 / 3126 / 3140; **Saligramam** - No: 13/49, Arunachalam Road, Saligramam, Chennai - 600093. - 23763751 / 23763752; **Tambaram** - 8/38, Duraiswamy Reddy Street, Tambaram West, Chennai - 6000 045. - 22260557 / 22260386; **T.Nagar-Motilal Street** - 42/1, Motilal Street, T.Nagar, Chennai - 600 017. - 24347830 / 24341642; **T.Nagar-II** (kences Tower) - 1st Floor, Kences Towers, 1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai - 600 017. - 28140484; **Thiruvanniyur** - Shop No. 2 & 3, 1st Floor, No 17, K K Road, Valmiki Nagar, Thiruvanniyur, Chennai - 600041 - 24571156 / 24571256; **Triplicane** - Door No. 29, 1st floor, Bharathi Salai, Triplicane, Chennai-600005 - 28440003 / 28440005; **Velachery** - 5/1, Sri Durga Flats (Ground Floor), 1st Cross Street, Vijaya Nagar, Velachery, Chennai- 600042. - 42184538 / 42184970; **Virugambakkam** - No. 1, Rajeswari Colony, First Floor, (Near Girias & Next to LIC), Virugambakkam, Chennai - 600 093. - 23774408 / 23774497; **West Mambalam** - New No. 40, Old No. 179/1, Lake View Road, West Mambalam, Chennai - 600 033. - 24748319 / 24748320; **TAMIL NADU:** **Coimbatore - R.S.Puram** - Janaki Apts., Ground Floor, 29/176, Ramalingam Road (West), R.S. Puram, Coimbatore - 641 002. - 2471944 / 2471505; **Coimbatore - Saibaba Colony** - Shop No.19 / 20 Ground Floor, Aarpee Centre, 320 N NSR Rd, Saibaba Colony, Coimbatore - 641011 - 2434358 / 2434391; **Coimbatore - Vadvalli** - 3/28 - 7 VRR Complex, Maruthamalai Road, Vadavalli, Coimbatore - 641041. - 4212456; **Coimbatore - Ramanathapuram** - No. 1956, Matha Complex, Opp to City Union Bank, Trichy Road, Ramanathapuram, Coimbatore - 641045. - 4210203; **Devakottai** - Shop No. 3 & 4, Saraswathi Theatre Complex, 425, Thiruppathur Road, Devakottai - 630302. - 04561-270244; **Dindigul** - Sri, Mahalaxmi Complex, 1st Floor, 72/42, New Aagraham, Opp. BSNL Customer Care, Palani Road, Dindigul - 624001. - 2433402 / 2433403; **Erode** - Parimalam Complex, No. 160A, 1st Floor, Mettur Road, Erode - 638011. - 2222021/4270302; **Karaikudi** - Mahendra Complex, 7/1, Poisollameyyar Street, New Town, Karaikudi - 630 001. - 238452 / 235174; **Kanchipuram** - Old No 6, New No 19, Vanigar Veethi, Anna Arangam Backside, Nr. BSNL Telephone Exchange, 'D' Office, Kanchipuram -631501. - 27228678/27228668; **Kumbakonam** - 36/37, Pachayappa Street, Kumbakonam - 612 001. - 2431520 / 2422670; **Madurai** - Simmakal - 82, 1st Floor, Vakkil New Street, Madurai - 625 001. - 2630305 / 2620560; **Madurai - K.K nagar** - 2B/1 Valamjee Mansion, (Opp to District Court), Madurai Melur Road, Vinayaga Nagar, Madurai - 625020 . - 4358234 / 4368234; **Madurai - S S Colony** - 30/1, Navalur Nagar, 1st Street, S S Colony, Madurai - 625010 - 2302304; **Mayiladuthurai** - 1A/2, Kallarai Thoppu Street, Mayiladuthurai - 609 001 - 240046; **Neyveli** - Shop No 4, 1<sup>st</sup> Floor, Neyveli Plaza, Main Road, Indira Nagar, Neyveli - 607801 - 266936; **Puduchery** - No. 40 - a, Aurobindo Street, (Between M.G. Road & Mission Street), Pondicherry - 605001. - 2222155/4207233.; **Pudukottai** - TS No. : 3604/15 First Floor, Lakshmiapuram First street, Team Hospital Back Side, Opp to New Bus Stand, Pudukkottai - 622 001 . - 04322 - 224005 / 224015 / 225005; **Pollachi** - V T Towers, Above Karur Vysya Bank, 2nd Floor, Door No. 92, New Scheme Road, Pollachi - 642 001. - 04259-223555/7338841562; **Salem** - Shop No. 8/9/10, M.R. Complex, 1st Floor, No. 114, Kanakupillai Street, Alagapuram, Salem-636004. - 2446727 / 2336746; **Thanjavur** - 1999, Kamal Towers, West Main Street, Thanjavur - 613009 - 230928 / 230929; **Tirunelveli** - "Arunagiri Complex" Next To SBI 25b-1/31 and 25b-1/32 I Floor, S.N.High Road, Tirunelveli Junction - 627 001 - 2323331; **Tiruppur** - Ground Floor, Door No. 66-C, G. G. Towers,



**IN THE NATURE OF FORM 2A - MEMORANDUM CONTAINING SALIENT FEATURES OF THE PROSPECTUS**

Kumaran Road, Tirupur - 641601 - 4320332; **Trichy- Thillai Nagar** - 25-A , Ground Floor, Githanjali Apartment, Sastri road, (Adjacent to Sippy Theatre), Thillai Nagar, Trichy - 620018 - 2741468 / 2742068; **Trichy-Chatram Bus Stand** - Chitra Complex - No.9, Gr. Floor, Near Chatram Bus Stand, Trichy - 620 002. - 2703670 / 2716387; **Trichy-Srirangam** - 100 B Gandhi Road, Srirangam, Trichy - 620 006. - 2436211 / 2433512; **Trichy - K.K Nagar** - Door No. 16 & 20, Ground Floor, City Centre, 4th Street, Sundar Nagar, Trichy - 620021 - 6460246

**KERALA : Cochin - M G Road** - RAJ SOUDH', I Floor, 39/3477, M.G.Road, Ernakulam - 682 016. - 2358922 /2358923; **Cochin - Tripunithura** - 664-f3, 1st Floor, Infort, Stephen Arcade, Statue Junction, Tripunithura - 682301 - 4037908 / 4037909; **Kottayam** - Regent plaza, Door No. 203-C, First Floor, CMS Clooeger Road, Near Baker Junction, Kottayam - 686001. - 2585607 / 2585608; **Palakkad** - No 17/1923, 17/1924, A R Complex, Priyadarshini Road, Opp Priyadarshini Theatre, Palakkad -678001 - 2546541 / 2546542; **Trivandrum** - D-NET Tower, TC 28/2875 (4), 1st Floor, Sahodarasamajan Lane, Vanchiyoor, Trivandrum - 695035 - 2461593/2478225; **Thrissur** - 1st Floor, B Inland Arcade, Mannath lane, thrissur - 680001 - 2320191/2320192; **Sasthamangalam** - TC 9/679-4, Lakshmi Plaza, Vellayambalam, Sasthamangalam P O, Trivandrum - 695010 - 4000206/2318022; **KARNATAKA : Bangalore - Malleswaram** - No 12, Ramanuja Plaza, Ground Floor, 5th Cross, Malleswaram, Bangalore - 560 003. - 23446386 / 23461470; **Bangalore - Jayanagar** - No.- 20, 1st Floor, 8th 'F' Main Road, 3rd Block, Jayanagar Bengaluru, 560 011. - 22441561 /26534659; **Bangalore - Indira Nagar** - No. 671, 17th D Cross, Indiranagar 2nd Stage, Bangalore - 560 038. - 25258490 / 25219347; **Bangalore - Koramangala** - No. 28, First Floor, 100 Feet Ringroad, Near Ejipura Signal, Viveknagar Post, Koramangala, Bengaluru - 560047. - 41217750 / 41217751; **Bangalore - Gandhi Nagar** - 22/5, Jala Shambhavi Complex, 1st Floor, (Opp. To IOB), 22/23, 1st Main Road, Kalidasa Marg, Gandhi Nagar, Bangalore-560009. - 22340034/41530319; **Yelahanka New Town** - No. 715, Suhas complex, A Bolck, 1st Floor, (Opp Seshadripuram College), Yelahanka New Town, Bengaluru - 560064. - 41210060/41210062; **Bangalore - Banashankari** - 1296 1st Floor, 30th Main Road Banashankari 2nd Stage Bangalore - 560 070. - 32008338 / 26711389; **Bangalore - Bannerghatta Road** - No. 73/2C, Thimmappa Reddy Layout, (Diagonally opp. To HDFC Bank), Hulimavy Gate, Bannerghatta Road, Bengaluru - 560076. - 49534732 / 49536413; **Bangalore - Rajarajeshwari Nagar** - No. 826, Second Floor, 'Paramount Building', Pandit Jawaharlal Nehru Road, B.E.M.L 3rd Stage, Rajarajeshwari Nagar, Bengaluru - 560098. - 8088935948 / 950; **Mysore** - 133, Shika Towers, Second Floor, Rama Vilas Road, Mysore - 570 024. - 2424188/4266682; **Mangalore** - F-1, 1st Floor, Ram Bhavan Complex, Kodialbail - 575 003. - 2440163 / 2447051; **ANDHRA PRADESH : Hyderabad** - D No. 5-10-188/2, Room No. 102B, First Floor, Summit Apartments, Opp. Badline, Hill Fort, Hyderabad - 500 004 - 23242375 / 23242472; **Kukatpally** - D. No. 15-31-2L-11/10, 1st Floor, Near MIG Bus Stop, Opp: Holy Mary Degree College, Pillar No. 20, JNTU Hightech Road, III Phase, KPHB Colony, Hyderabad - 500085. - 23058088 / 23058089; **Dr A s Rao Nagar** - D No 1-7-43/173, First Floor, Mahesh Nagar, Beside Radhika Multiplex, Dr A S Rao Nagar, Secunderabad - 500062 - 27127395 / 27127396; **Secunderabad** - D No. 1-2-63, 64 & 73/2, No. 4, Ground floor, S R Arcade, Parklane, Secunderabad - 500 003 - 27845605 /27816080; **Vizag** - D No. 47-9-17, Ground Floor, III Lane, Dwarkanagar, Visakhapatnam - 530 016 - 2513606 / 2747020; **Vijaywada** - D No. 29-13-29, 1st Floor, Kaleswara Rao Road, Near Dornakal X Roads, Besides Indian Bank, Suryaropeta, VIJAYAWADA - 520 002. - 2472414/2470517; **Guntur** - 6-9-15,9/1 Aurdmelpet, Guntur - 522002 - 2326624 / 2337809; **Nellore** - Shop No.27, Co-operative Bank Shopping Complex, Trunk Road, Nellore - 524 001. - 2326297/ 2332040; **Rajamundry** - 6-14-7/1, Opp. Pala Varthakula Sangam, Achantavari St, T.Nagar,Rajamundry - 533101. - 2422120/2437533; **Kakinada** - 2-1-69/1, 1st Floor, opp Andalamma College, Perraju Peta, Kakinada - 533003. - 2377258/2341205; **MUMBAI : Andheri** - A- 27 Laram Centre, 24, S.V. Road, Andheri West, Mumbai- 400058. - 26282685/26282686; **Bandra** - Shop no 8, Veena Beena Complex, Opp Bandra Railway Station, Mumbai - 50 - 26403883 / 26558735; **Borivali** - No. 4, Gora Gandhi Apts, I Floor, Above Hotel Samrat, Chandavarkar Lane, Borivali - 400 092. - 42087200/42087201; **Bhandup** - No. B-80, Station Plaza, Station Road, Bhandup West, Mumbai - 400 078. - 2594 1273 / 2594 1274; **Chembur** - 11 and 12, Gr Floor, Neelkanth Commercial Complex, Next to Hotel Orchids, Govandi Road, Chembur - 400 071. - 25210768 /25217660; **Dadar West** - F - 4, Ground Floor, F. Kasturchand Building, Gokhale Road South, Opp Portugese Church, Dadar West, Mumbai 400 028. - 24318356/ 24318496; **Dombivli** - 107, Triveni Building, 1st Floor, Opp: Nityanand Hotel, Jawaharlal Nehru Road, Dombivli (E), Mumbai - 421 201. - 2433471/2433513; **Fort** - Dalal Street - 59, Sonawala Building, Gr.Floor, Bombay Samachar Marg, Fort, Mumbai - 400 023. - 22662825 / 22662728; **Ghatkopar** - No. A-111, Kailas Plaza, Vallabhbaug Lane, Ghatkopar East, Mumbai - 400 077 - 25086488 / 25086088; **Kalyan** - No. A-108, Desai Shopping Centre, Near Zojwala Petrol Pump, Bail Bazar Circle, Kalyan West - 421301. - 2312186 / 2312187; **Malad** - No.7 1st floor, Abhishek Commercial Complex, Above Dena Bank, Plotno.104, S V Road Malad (w), Mumbai - 64 - 28802878/28823965; **Matunga** - Shop No 3, Plot No 402, Ground Floor, Hari Mangal Manor, Telang road, Next to Nalli Silks, Matunga East, Mumbai - 400 019. - 24013163/24013164; **Mulund** - No. 11, Alps Heights, Dr. R P Road, Mulund West, Mumbai - 400 080. - 25697000/25927065; **Nerul** - No. 9, 1<sup>st</sup> Floor, Laxon Plaza, Sector 29, Plot No 20-21, Nerul East, Navi Mumbai - 400706. - 27718720 / 27718730; **Thane - West** - A - 201, Krishna Plaza, Station Road, Naupada, Thane West - 400601. - 25301256/25301257; **Thane - Vasant Vihar** - 22, Amrapali Arcade, Vasant Vihar, Pokhran Road 2, Thane West - 400 601. - 21730813/21730814; **Vashi** - No. 13, Arenja Corner, Sector - 17, Vashi, Navi Mumbai - 400 703. - 27660042/27660043; **Vile Parle** - Shop No.105, 1st floor, Super Market, Monghibai Raod, Next to Bank of Maharashtra, Vile Parle East, Mumbai - 400 057. - 26133855/26182137; **Maharashtra : Pune - Shukrawarpeth** - 7 and 8 Arthshilp, Gr.Floor, 1349, 1350, Shukrawar Peth, Bajirao Road, Pune - 411 002. - 24473944/24481891; **Pune - Camp** - No. 10, Ground Floor, Kumar Pavilion, 2424, Timya Road, Nest to Victor Cinema, East Street, Camp, Pune- 411001. - 41239797/41259797; **Pune - Kothrud** - No. E-7, 2nd Floor, Rahul Complex, Paud Road, Kothrud, Pune - 411 038. - 41259595 / 41259596; **Pune - Pimple** - A-22, Sai-Vision, Plot No. 1, Kunal Icon road, Pimple Saudagar, Pune - 411 038. 27405571 / 27405572; **Nasik** - B Wing, Parshuram Apts, Opp. Times of India Office, College Road, Nasik - 422 005. - 2575524 /2316300; **Nagpur - Dhantoli** -No. GS-3, Amarjyoti Palace, Dhantoli, Wardha Road, Nagpur - 440 012 - 2420105 / 2420106 **GUJARAT : Ahmedabad - Navrangpura** - 21, Nirman, Gr.Floor, Behind Navrangpura Bus Stop, Navrangpura, Ahmedabad - 380 009. - 26443289 / 26447825; **Ahmedabad - Maninagar** - LG 8/9/10, H.J. House, Opp. IOC Petrol Pump, Rambaugh, Maninagar, Ahmedabad - 380008. - 25450718 / 25463670; **Ahmedabad -Paldi** - F-103, Sarvamangal Complex, Behind Zalak Complex, Above SBI, Bhatta Cross Road, Paldi, Ahmedabad - 380007 - 26607811/26607813; **Ahmedabad - Chandkheda** - 136, Sarjan-2 Complex, Nr. State Bank of Hyderabad, New C. G. Road Chandkheda, Ahmedabad - 382424. - 23296934 / 23296935; **Baroda - Alkapuri** - F- 40/41, National Plaza, 1st Floor, R.C.Dutt Road, Alkapuri, Baroda - 390 007. - 2343677 / 2341608; **Baroda - Raopura** - Samarth Building, Gr. Floor, Near Gujrathi School, Shiyapura, Opp. Lane of Chitekhan Hanuman Mandir, Raopura, Baroda - 390 001 - 2421099/ 6585433; **Baroda - Makarpura** - FF-101, Kishan Atria, Near Manjalpur Hospital, Tulsidham Cross Road, Makarpura Road, Manjalpur, Baroda - 390 011 - 9879607850/07851; **Surat** - D/G-23 A, International Trade Centre, Ground Floor, Behind Radhakrishna Hotel, Majura Gate, Ring Road, Surat - 395 002 - 2474535 / 2479495; **Rajkot** - 130/131, Star Chambers, 1st Floor, Harihar Chowk, Dr. Rajendra Prasad Road, Rajkot - 360 001. - 3041451 / 2240373; **Waghodia Road** - GF/B-14, Parul Society, Near Cosmos Bank, Opp. Prabhat Society, Waghodia road, Baroda - 390019. - 2572931/2572932/2572933

**NORTH: New Delhi - Karol Bagh** - RD Chambers, 3rd Floor, 16/11, W.E.A. Arya Samaj Road, (Above Kotak Bank), Karolbagh, New Delhi - 110005. - 45170331 to 338; **New Delhi - Janakpuri** - 108, 1st floor, Jaina tower 1, District Centre, Janakpuri, New Delhi - 110 058. - 45170345 / 45170346; **New Delhi - Nehru Place** - No. 19B, Ground Floor, Hemkunt Chambers, Nehru Place, New Delhi - 110 019. - 46681444 /46681445; **New Delhi** - Preet Vihar - 502, 5th Floor, Laxmi Deep Bldg, Above HDFC Bank, Plot No 9, District Centre, Laxmi Nagar, Near Nirman Vihar Metro, New Delhi - 110 092 - 47587168/47587169; **Lucknow** - Office No. 2, Gr. Floor, Saran Chambers - II, 5 Park Road, Lucknow - 226 001. - 2235736 / 2236766; **Bhopal** - Manasarovar Complex, MF 7, A Block, Mezzanine Floor, (Near Habibganj Railway Station),Habibganj Station Road,Bhopal - 462011 - 4266005/4266006 **EAST: Kolkata - South** - Flat No.1-B, 4C Lansdowne Place, Opp. Road of Ramakrishna Mission Hospital, Kolkata - 700 029. - 2474600 / 24742705; **Kolkata - Dalhousie** - No. 210, A-Wing,2nd Floor, 24.Hemanta Basu Sarani,Mangalam,Kolkata - 700001 - 22310556 / 22310557; **Kolkata - Saltlake** - BA-37, Sector -1, PNB Island, Kolkata- 700 064 - 23580900 / 23580890; **Kolkata - Garia** - E/188, Ground Floor, Ramgarh, Naktala PO, Garia Ganguli Bagan, Kolkata - 700047. - 24304050 / 24304051; **Patna** - No.313, Jagat Trade Centre, Fraser Road, Patna 800 001. - 2205943; **Jamshedpur** - Shop No.1, Meghdeep Apts, H No.5, Line No.2, Q Road, Bistupur, Jamshedpur, Pincode - 831001, Jharkhand. - 2756319 / 2756321

**BAJAJ CAPITAL LIMITED**

**AGARTALA:** Bajaj Capital, 1st floor of Oriental Bank of Commerce, Near Rabindra Bhawan Tripura (West), Agartala - 799001. Ph: 09206044376. **AGRA:** Bajaj Capital, Shop No. 110, Ground Floor, Block No. 27/2/4, Sanjay Palace, Near Hotel Panchrattan, Agra - 282002, Ph: 0562-6457307. **AHMEDABAD:** Bajaj Capital, 2-L, 'Akik' Opp Lions Hall, Mithakhali Six Raod, Near Nalanda Hotel, Ellisbridge, Ahmedabad - 380006, Ph: 079-64500171, 72. **AJMER:** Bajaj Capital, 26, Ground Floor, Ajmer Tower, Kutchery Road, Ajmer - 305001. Ph: 0145-6451231,0145-6451232. **ALLAHABAD:** Bajaj Capital, Shop No. F-5, Indira Bhawan, Civil Lines, ALLAHABAD - 211001, Ph: 0532-6452481,0532-6452482. **BANGALORE:** Bajaj Capital, Municipal No. 6/4, First Floor, Opposite Lakshmi Vilas Bank, Infantry Road, Bangalore - 560001, Ph: 080-25594999, 25559273. Bajaj Capital, 759, Shri Jayalakshmi Nivasa, 100-ft Road, Indira Nagar, (Opp. SBI Personal Bank), Bangalore-38, Ph: 080-65471127 / 26. Bajaj Capital, 4, Lakshmi Mansion, 81/B,8th

**IN THE NATURE OF FORM 2A - MEMORANDUM CONTAINING SALIENT FEATURES OF THE PROSPECTUS**

Main Road, Opp. Food World, 3rd Block, Jaya Nagar, Bangalore -11, Ph: 080-65471128 / 29. Bajaj Capital, Raheja Arcade, 1st Floor, #122, Koramangala, Bangalore-34, Ph:080-65471130 / 31. Bajaj Capital, 197, Sampige Rd, Near 11th Cross, (Above Karnataka Bank) Malleshwaram, Bangalore- 3, Ph: 080-65471132 / 33. Bajaj Capital, Rajaji Nagar 293/1, 17th Main Road "D", IIIrd Block, Rajaji Nagar, Bangalore-10, Ph: 080-65471139 / 38. **BHAGALPUR:** Bajaj Capital, 2nd Floor, Chandralok Complex, Near Ghantaghar, Bhagalpur - 812001, Ph: 0641-9234300737. **BHOPAL:** Bajaj Capital, Shop No. 6, First Floor, Jyoti Cinema Complex, M.P. Nagar, Zone1, Bhopal - 462011, Ph: 0755-6459550. **BHUBANESHWAR:** Bajaj Capital, Plot No. 1/A, Ground Floor, Station Square, Kharvel Nagar, Bhubneswar - 751001, Ph: 0674 - 6451257, 6451269. **CHANDIGARH:** Bajaj Capital, SCO 341 - 342, First Floor, Sector 35B, Chandigarh 160036, Ph: (0172) , 6451612 - 13. **CHENNAI:** Bajaj Capital, Wellington Plaza, 3rd Floor, 90, Anna Salai, Chennai - 600002, Ph: 044-23451207, 08. Bajaj Capital, K.R. BUILDINGS, No. 12, L.B. Road, Adyar, Chennai - 600 020, Ph: 64588304 / 305 / 306. Bajaj Capital, W.111, First Floor, 3rd Avenue, Anna Nagar, Chennai - 40, Ph: 64588309 / 310, 64581539. Bajaj Capital, Shop No. 4, Trinity Complex, No.110, 4th Avenue, Ashok Nagar, Chennai - 83, Ph: 64588311 / 312. Bajaj Capital, No. 7, R.K. Mutt Road, (Near Indian Bank) Mylapore, Chennai - 4, Ph: 64581540 / 64588318 / 317. Bajaj Capital, Shop No. 4, Plot No. 3, 29th Street, Nanganallur, Chennai-61, Ph: 64588320 / 319. Bajaj Capital, Bridge Port, New No. 29, Old No. 12, Burkit Road, T. Nagar, Chennai-17, Ph: 64588321 / 22. Bajaj Capital, Shop No. 5, Ground Floor, Vikas Plaza, 37/C, Velachery, Tambaram Road, Chennai - 42, Ph: 64588326 / 24. **COIMBATORE:** Bajaj Capital, No. 575, D.B. Road, First Floor, (Near Head Post Office) R.S. Puram, Coimbatore - 641002, Ph: 6470136, 38. **DEHRADUN:** Bajaj Capital, Shop No- 1, Windlass Shopping Complex, Ground Floor, 11-A Rajpur Road, Dehradun-248001. Ph: 0135-6452648 - 49. **DHANBAD:** Bajaj Capital, Room no.- 103/A, First Floor, Ozone Plaza, 119/A,Bank More, Dhanbad, Jharkhand - 826001, Ph: 9204799896, 0326- 6555521. **FARIDABAD:** Bajaj Capital, 5R/1 Ground Floor, B.K. Chowk, Near HDFC Bank, Faridabad - 121001, Ph: 0129 - 6466566. **GHAZIABAD:** Bajaj Capital, G-5, Ansals Satyam Building, Raj Nagar, District Centre, Ghaziabad - 201002, Ph: 0120 - 6493211,0120-6494070. **GORAKHPUR:** Bajaj Capital, Ground Floor, A D Towers, Bank Road, Gorakhpur, Gorakhpur - 273001, Ph: 0551-6453025,0551-6453026. **GURGAON:** Bajaj Capital, Super Mart B-201, Super Mart - 1, DLF City Phase - IV, Gurgaon - 122002, Ph: 0124-6469991,0124-6468105. Bajaj Capital, Sec 14 102, AKD Tower, Upper Ground Floor, Near HUDA Office, Sector-14, Gurgaon- 122001, Ph: 124- 6468101, 6468102. **GUWAHATI:** Bajaj Capital, Room No.102, 1st Floor, Dunfur Apartment, R G Baruah Road, Guwahati - 781024, Ph: 9207045530, 312. **HYDERABAD:** Bajaj Capital, 3-6-522, 2nd & 3rd Floor, Archies Showroom, Opp. KFC, Himayath Nagar, Hyderabad - 500029, Ph: 040 - 44555555, 64631421, 22. Bajaj Capital, Shop No. 4, Ground Floor, Swarnajayanthi Complex (HUDA) Ameerpet, Hyderabad - 500016, Ph: 040-64631425 / 24. Bajaj Capital, No.3/MIG-I, Near ICICI Bank, K.P.H.B. Colony, Kukatpally, Hyderabad - 500072, Ph: 64631427 / 26. Bajaj Capital, Shop No.10, First Floor, Minerva Complex, 94, S.D. Road, Secunderabad - 500003, Ph: 040-64631428, 29. **JAIPUR:** Bajaj Capital, G-3, Anukampa Tower, Opp. Sangam Tower, Church Road (M. I. Road), Jaipur - 302001, Ph: 0141-6503342, 43. Bajaj Capital, Shop No. 4, Nursury Circle, Vaishali Nagar, Jaipur-302021 Ph: 0141-6503345. **JAMSHEDPUR:** Bajaj Capital, Meghdeep Building, 3rd Floor, Room No- 6, Q-Road, Beside South Park Hotel, Bistupur, Jamshedpur- 831001. Ph: 0657- 6457603, 6457627. **KANPUR:** Bajaj Capital, 106, Regan Esquire, 14/144, Chumni Ganj, Kanpur - 208001, Ph: (0512) 6451763 - 64. **KARUR:** Bajaj Capital, Chella Chambers 1st Floor, #74, Covai Road, Karur - 639002. Ph: 04324 - 241415 / 241416. **KOCHI:** Bajaj Capital, F-2, 1st Floor, N.J.K Thripathy Building, Opp. to Medical Trust Hospital, S.A.Road, Valanjambalam, Cochin - 682 016 Ph: 0484-2370053, 56 & 59. **KOLKATA:** Bajaj Capital, 5th Floor, Room No. 507, 7/1, Lord Sinha Road, Kolkata - 700071, Ph: 033 - 22820383. Bajaj Capital, 9, Ezra Street, Kolkata-700001, Ph: 64578545 - 47. Bajaj Capital, Gagananchal Complex, Shop No. 38A, 37, Dr. Abani Dutta Road, Howrah - 711106, Ph: 64602157 - 58, 64604011. Bajaj Capital, B-9/20 (C. A), P O. Kalyani, Dist. Nadia, Kalyani-741235, Ph: 64605211, 64605214. Bajaj Capital, 182, Jessore Road (Satgachi Crossing), Dum Dum, Kolkata - 700074, Ph: 64578543. Bajaj Capital, Mezanine Floor, Flat No. 3, P - 24A, C I T Road Scheme VI M, Kolkata - 700054. Ph: 64578551 - 52. Bajaj Capital, Martin Burn House, Ground Floor, Room No. 15, 1, R N Mukherjee Road Kolkata - 700001, Ph: 64578553 - 54. Bajaj Capital, Sec-I BF-192, Sec-I, Salt Lake, Kolkata - 700064, Ph: 64578627 - 29. Bajaj Capital, Sec-V Plot No. IX-16, Block EP & GP, Sec-V, Salt Lake, Kolkata - 700091, Ph: 64578555 - 56. Bajaj Capital, First Floor, 4 Jatun Bagchi Road, Kolkata-700029. Ph: 64578548 - 50. Bajaj Capital, Ground Floor, Shop No. 9, ShreeramNagar, Teghoria, V I P Road, Kolkata-700052, Ph: 64578625. Bajaj Capital, 25/A, Raja Ram Mohan Roy Road, Kolkata - 700008, Ph: 64578542. Bajaj Capital, C-36, Lakshmi Narayan Colony, Po. Naktala, PS. Jadavpur, Kolkata-700047, Ph: 64578626. **LUCKNOW:** Bajaj Capital, 5, Commerce House, Habibullah Compound, 11, M.G. Marg, Hazratganj, Lucknow - 226001, Ph: 0522 - 6565568. Bajaj Capital, C-204, UGF, Sahara Plaza, Patrakar puram, Gomti Nagar, Lucknow - 226010. Ph: 0522-4060909,6566423. **LUDHIANA:** Bajaj Capital, M-3, ABC Services, SCO-137, Feroze Gandhi Market, Ludhiana-1, Ph: (0161) 2412287. **MADURAI:** Bajaj Capital, Suriya Towers, No. 5, First Floor, 272/273, Good Shed Street, Madurai - 625001, Ph: 0452 - 6461023, 6461024, 6461025. **MANGALORE:** Bajaj Capital, Essel Towers, BS 4, Bunts Hostel Circle, Mangalore - 575003, Ph: 0824-6451218, 17. **MEERUT:** Bajaj Capital, G-28, Ganga Plaza, Near Begam Bridge, Meerut cantt. - 250001, Ph: 0121 - 6451510, 6451511. **MUMBAI:** Bajaj Capital, Office no. 2, Ground Floor, Karim Chambers, Ambalal Doshi Marg, Hamam Street, Fort, Mumbai - 400001, Ph: 022 - 62427400. Bajaj Capital, A-28, Laram Shopping Center, Opposite Platform no. 6, Andheri (W), Mumbai - 400058, Ph: 022 - 65210112, 65210116. Bajaj Capital, Rashesh Building, Shop no. 11, 1st Floor, Near Maxus Mall, 150 ft Road, Bhayandar (w), 401104, Ph: 022 - 65991662 - 63. Bajaj Capital, Shop no.2, Nandkumar Apt, Factory Lane, Near Ambaji Mandir, Borivali (w), Mumbai - 400092, Ph: 65991664 - 65. Bajaj Capital, Room No.1, Gr Floor, Sunil Sadan Opp Grand Central Restaurant, M.D.S Marg, Chembur (E) Mumbai - 400071, Ph: 022- 65991667 - 68. Bajaj Capital, Shop No. 5, Abdul Kadar Jilani Building, Gokhale Road, Opp. Portugese Church, Dadar (w), Mumbai - 400 028, Ph: 65991669 - 70. Bajaj Capital, Office No. 4, Vishwas CHS, Ground Floor, Behanung Neel-Yog Square Mall, R. B. Mehta Marg, Ghatkopar (E), Mumbai - 400 077, Ph: 022 - 65991671 / 65210115. Bajaj Capital, Shop No. 1, Dhara Complex, Plot No. 3&4, Sec-No 44, Seawoods, Nerul, Navi Mumbai - 400706, Ph: 022- 65991674 - 75. Bajaj Capital, Shop no - 3, Chaman House Co-op Hsg Society, plot no - 34, Beside IDBI Bank Atm, Sion (E) Mumbai - 400022, Ph: 022 - 64518004, 65991677. Bajaj Capital, Shop No 3, 5th Floor, Tardeo Airconditioned Market, Mumbai - 400034, Ph: 64534950, 64534954. Bajaj Capital, R.No 5, Above Khandelwal Sweets, Opp Thane Railway Station, Gokhale Road, Thane (W) Mumbai - 400601, Ph: 022-25376898, 65991678 - 79. **NAGPUR:** Bajaj Capital, Shop No. B-S1, Amar Jyoti Palace, Wardha Road Dhanoli, Near Lokmat Square, Nagpur - 440012. Ph: 0712-6618576. **NASHIK:** Bajaj Capital, G 18 & 19, Suyojit Sankul, Tilak Shopi, Shanarpur Road, Nashik - 422002, Ph: 0253 - 6629011, 6629012. **NEW DELHI:** Bajaj Capital, Bajaj House, 97, Nehru Place, New Delhi - 110019, Ph: 011 - 41693000, 26410315. Bajaj Capital, N-10, Kalkaji, New Delhi, Ph: 64736914, 64640919. Bajaj Capital, 15, L.G.F. Central Market, Masoodpur, Vasant Kunj, New Delhi -110070, Ph: 64736918, 64640940. Bajaj Capital, Shop no. 15, Ground Floor, Deep Cinema Complex, Phase - 1, Ashok Vihar, Delhi - 110052, Ph: 64736944, 64640908. Bajaj Capital, United India Life Building, F-Block, Connaught Place, New Delhi - 1, Ph: 41790444 (30 Lines) 64640900-07. Bajaj Capital, DDA Shop No. 24, Ground Floor, Rama Krishna Market, No.1, I. P. Extension, Patparganj, Delhi - 110092, Ph: 64736942, 64640931. Bajaj Capital, DDA Shop No. 4, FD Market, Near Madhuban Chowk, Pitampura, Delhi - 110088, Ph: 64736902, 64640933. Bajaj Capital, 9, Ground Floor, Rajendra Bhawan, Rajendra Place (Opp. Rachna Cinema) New Delhi - 110008, Ph: 64736940, 64640938. Bajaj Capital, 112, 1st Floor, Ansal Chamber- 1, Bhikaji Cama Place, New Delhi-110066, Ph: 64736916, 64640910. Bajaj Capital, F-1, 1st floor, B-87, Defence colony, New Delhi-110024. Bajaj Capital, F-4, HL Square, Plot No. 6, Sector-5, Dwarka, New Delhi - 110075, Ph: 64736925, 64640915. Bajaj Capital, Shop No. 11 & 12, 7-A, Janakpuri Dist.Centre (Opp. Janak Puri Transport Authority), New Delhi - 110058, Ph: 64736912, 64640917. Bajaj Capital, Shop No. 3, Ground Floor, B-5, Tagore Market (Next to Post Office), Kirti Nagar - 110015, Ph: 64736922. Bajaj Capital, C-50, Shivalik, Main Road, Malviya Nagar, New Delhi-110017, Ph: 64736907, 64640923. Bajaj Capital, G-8&9, Ground Floor, Bhanot Tower, A-Block Opp. Jawala Heri Market, Paschim Vihar, New Delhi - 110063, Ph: 64640929, 64736947. Bajaj Capital, 19, DDA Market, Commercial Complex, Yusuf Sarai, New Delhi - 110016, Ph: 64640943 - 44, 64736937. **NOIDA:** Bajaj Capital, Sector -29 A-2, Brahmputra Commercial Complex, Near Rail Reservation Centre, Sec. 29, Noida-201301 Ph: 6494074 - 75, 6493213. Bajaj Capital, Sec-41 C-20, C Block Market, Sector-41, Noida-201301. Ph: 2570410, 6494077 - 78. **PALAKKAD:** Bajaj Capital, 1st Floor, S.S. Complex, Near Head Post Office, College Road, Palakkad-678 001. Ph: 0491-2545355 / 2545579. **PATNA:** Bajaj Capital, Flat No. 108, 1st Floor, Ashiana, Plaza, Budha Marg, Patna - 800001, Ph: 0612- 6451056 - 59, 61 - 63. **PONDICHERY:** Bajaj Capital, No. 127/A, 100 Ft. Road, Natesan Tower, 1st Floor, Natesan Nagar, Pondicherry - 605001, Ph: 0413 - 6452334, 6452335. **PUNE:** Bajaj Capital, Shop No 6, Sanas Plaza, 1302, Subhash Nagar, Bazirao Road, Pune - 411002, Ph: 020-65009460, 61. Bajaj Capital, Suyash Plaza, Office No.08, 3rd floor, Opp-Selene Building, Bhandarkar road, Near Kamla nehru Park. Pune - 411004, Ph: 020 - 65009463. Bajaj Capital, Office no. 13, A Wing, Kamala Cross Road, Opp. PMPC office, old Mumbai highway, Pimpri, Pune - 411018, Ph: 020 - 46500150-51. **RAJKOT:** Bajaj Capital, 205, Metro Plaza, 2nd Floor, Near Ratnam Hospital, Jansata Chowk, Rajkot - 360001, Ph: 0281-6450135, 37. **SALEM:** Bajaj Capital, 22, GF, Omalur Main Road, SALEM - 636009, Ph: 0427 - 6452565, 6452566. **SECUNDARABAD:** Bajaj Capital, Shop No.10, First Floor, Minerva Complex, 94, S.D. Road, Secunderabad - 500003. Ph: 040-64631428, 29. **SILLIGURI:** Bajaj Capital, 3rd Floor, Jatin Das Sarani, (Near Jewel Club), Ashram Para, Siliguri, Siliguri - 734001, Ph:

## IN THE NATURE OF FORM 2A - MEMORANDUM CONTAINING SALIENT FEATURES OF THE PROSPECTUS

9641831375. **SONEPAT: Bajaj Capital, Opp. Old Civil Hospital, Railway Road, Sonepat-131001 Ph: 0130- 6451297, 6451256 ,2240623.** **SURAT:** Bajaj Capital, 106, 1st Floor, Vishwakarma Chambers, Majura Gate Crossing Road, Ring Road, Surat – 395002, Ph: 0261-6450421, 6450422. **THIRUVANANTHAPURAM:** Bajaj Capital, Haji M Bava Commercial Complex, Ground Floor, Near Old GPO, Ambujavilasm Road, Trivandrum – 695001. Ph: 0471-2475112/2475251. **TIRUCHIRAPALLI:** Bajaj Capital, Swati Arcade, 73/1 - f 1st Floor Salaia Road, Thillai nagar, Thiruchirapalli – 620018, Ph: 0431 - 6452094, 6452095. **TIRUNEVELI:** Bajaj Capital, Shop No. 1, First Floor, K.S. Arcade, Near Bypass Roundana, Vannarapettai, Tirunelveli - 627 003. Ph: 0462 - 2500432, 33. **VADODARA:** Bajaj Capital, 129 Siddharth Complex, R C Dutt Road, Vadodara – 390007, Ph: 0265 – 3088162. **VARANASI:** Bajaj Capital, D-58/53-54, 1st Floor, Shiva Complex, Rath Yatra Crossing, Varanasi – 221010, Ph: 0265-6450181. **VIJAYWADA:** Bajaj Capital, Kalyan Complex 39-1-89, 1st Floor, Beside OBC Bank, Temple Street, M.G. Road, Labbipet, Vijayawada – 520010, Ph: 0265 – 6450181. **VISHAKHAPATNAM:** Bajaj Capital, No. 47-9-20, Somunaidu Enclave, 3rd Lane, Near to Harsha Labs, Dwarakanagar, Visakhapatnam-530 016. Ph: 0891- 2506292, 2505957.

### SMC GLOBAL SECURITIES LIMITED

**Mumbai:**258,Perin Nariman Street First Floor Fort mumbai -400001 Ph no 9930055430; **Kolkatta:-** 18, Rabindra Sarani Podder Court Gate NO 4, 5th Floor Kolkatta -700001 Ph no 09933664479 ; **Delhi :-**17 , Netaji Subhash Marg, Daryaganj, New Delhi-110 002 Ph no 9818620470 , 9810059041; **Ahmedabad:-** 10-A, Kalapurnam,C G Road ,Near Municipal Market, Ahmedabad 380003 Ph no 9825612323, 09727799200; **Rajkot:-** 401, Star Chamber, Harihar Chowk, Nr. Panchnath Mandir, Rajkot - 360001. (m): 8000903984; **Jaipur:-** 201, 2nd Floor, Shyam Anukampa Building, Nr. Ahinsa Circle, Opp. HDFC Bank, Ashok Marg, C-Scheme, Jaipur-302001; **Bangalore:-** - CPS House, No 23/2, Ulsoor Road Bangalore -560034 Ph no 9739161699 ; **Hyderabad:-**206, 3rd floor Bhuvana Towers, Above CMR Exclusive, S D Road SECUNDERABAD, 500003 Ph no 9347453777. **Pune:-** 3rd Floor, 1206/4B, Durgashankar Building, Beside Khetan Medical Behind Shubham hotel, JM Road Pune 411004; **Surat:-** 316,Empire State Building, Ring Road, Surat.395002. Mo : 9033002341

### IIFL SECURITIES LIMITED

**AGRA:** IIFL Securities Limited - 23/10975-37, 12/12A, Block No. 118,1<sup>st</sup> Floor, Maruti Plaza, Sanjay Palace, Agra-282002, Ph: 0562-4013289-4013293,7500666675; **AHMEDABAD:** IIFL Securities Limited - 23/10975-37, 2nd floor, 4th Floor, High Street- I, Above Promart Showroom, Opp. Law Garden, Near Law Garden Cross Road, AHMEDABAD, 380006, Ph: 079-39874070; IIFL Securities Limited - 23/10975-37, 302-Amruta Arcade, Near Rasna Restaurant, Maninagar Cross Road,Maninagar,Ahmedabad-380008, Ph: 079-40509341; IIFL Securities Ltd - 23/10975-37 801,KAIVANNA COMPLEX,NEAR CENTRAL MALL, AMBAWADI CIRCLE,AHMEDABAD - 380006 Tel:9712916547,9428107445; **BANGALORE:** IIFL Securities Limited - 23/10975-37, #31/9, Krimson Square, 2nd Floor, ABOVE VISHAL MEGAMART, Roopena Agrahara, Begur Hobli, Hosur main road, Nr Silk Board junction, BANGALORE, 560068, Ph: 08067158118, 9902500445; IIFL Securities Limited - 23/10975-37, NO 11/2, 1ST FLOOR, ABOVE SANJEVANI, NEAR CONGRESS OFFICE QUEENS ROAD, BANGALORE-560052, Ph: 08042778215, 9986388824; IIFL Securities Ltd - 23/10975-37,Adam Chambers Building,3rd Flr,Above Dream lights showroom, Richmond Road, Near HDFC Bank Tel : 9620102326; **BARODA / VADODARA:** IIFL Securities Ltd - 23/10975-37 3rd Floor , Bhagwan Chambers, Opp. Circuit House , Alkapuri, Baroda - 390007.Tel : 0265-6197504; **BHAVNAGAR:** IIFL Securities Limited - 23/10975-37, 101,102 Sterling Centre, Above Kotak Mahindra Bank, Waghwadi Road, Bhavnagar-364002, Ph: 0278-3003132;**BHUBANESHWAR:** IIFL Securities Limited - 23/10975-37, 1st Floor, Somi Palace,M5/17,Acharya Vihar, Bhubaneshwar, 751013, Ph: 9937020268; **CHANDIGARH:** IIFL Securities Limited - 23/10975-37, 2ND FLOOR, SCO 114-115, SECTOR 34A, CHANDIGARH, 160022, Ph: 0172-4988100; IIFL Securities Limited - 23/10975-37, SCO NO-163,FIRST FLOOR,SEC-37C,, CHANDIGARH, 160036, Ph: 9915732400; IIFL Securities Limited - 23/10975-37, SCO NO-3015-16 ,IIND Floor,Sec 22D,Opp.Kisan Bhavan,Chandigarh.Tel-0172-4640524,9811351186. IIFL Securities Ltd - 23/10975-37 FIRST FLOOR,SEC-37C,, CHANDIGARH, 160036, Ph: 9915732400 **CHENNAI:** IIFL Securities Tower,No.143, M.G.R. ROAD,NEAR LIFELINE HOSPITAL, PERUNGUDI, CHENNAI, 600096, Ph: 044-66093677; IIFL Securities Limited - 23/10975-37 Vijay Enterprises, 3rd Floor,MF7,CIPET HOSTEL ROAD,THIRU-VI-KA-INDUSTRIAL ESTATES,EKKATTUTHANGAL,GUINDY-600032,Tel- 044-46613500,4041500; IIFL Securities Ltd-23/10975-37: 9<sup>th</sup> Floor,Bascon Futura Bldg,10/1, Venkatnarayana Road,Opposite KPN Travels,T.Nagar, Chennai - 600017.Tel : 9841755315;**COIMBATORE:** IIFL Securities Limited - 23/10975-37, No 657, 4th Floor, Tri Star Towers, Avanashi Road,Coimbatore-641037, Ph: 0422-4506694;**DELHI / NEW DELHI:** IIFL Securities Limited - 23/10975-37, 310,311,312,3RD FLOOR and 704-705, 7th floor, ASHOKA ESTATE,24.BARAKHAMBIA ROAD,CONNAUGHT PLACE,, DELHI, 110001, Ph:9310527000,09841755315; IIFL Securities Limited - 23/10975-37, IIFL, Plot No-98, Udyog Vihar Phase -IV, Gurgaon, Haryana PIN- 122016, Ph: 706512644; IIFL Securities Limited - 23/10975-37, 71/3 ,1st Floor NAJAFGARH ROAD INDUSTRIAL AREA , MOTI NAGAR, DELHI, 110015, Ph: 9911185735; IIFL Securities Limited - 23/10975-37, F-316,317,304,306 ADITYA ARCADE, NO 30, COMMUNITY CENTRE, PREET VIHAR, DELHI, 110092, Ph: 9971494102; **GURGAON:** IIFL Securities Limited - 23/10975-37, IIFL, Plot No-98, Udyog Vihar Phase -IV, Gurgaon, Haryana PIN- 122016, Ph: 706512644; **HYDERABAD:** IIFL Securities Limited - 23/10975-37, My Home Sarovar Park, 5th and 6th floor No. 5-9-22, Shapurwadi, Adarsh nagar, Opp:- Secretariat, HYDERABAD, 500004, IIFL Securities Limited - 23/10975-37, Flat No 208-209, Second Floor, Chaitanya Chambers, Chaitanyapur, dilslukhnagar Hyderabad, HYDERABAD, 500060, Ph: 9347135586; **INDORE:** IIFL Securities Limited - 23/10975-37, 106/107 1ST FLOOR AREAN HEIGHTS AB ROAD OPP C21 MALL, INDORE, 452001, Ph: 0731-4221507; **JAIPUR:** IIFL Securities Limited - 23/10975-37, 3<sup>rd</sup> Floor, Corp Arcade, Opp. Airtel Office, Malviya Marg, C-Scheme,Jaipur-302001. Mobile : 7976660978.IIFL Securities Ltd 2nd Floor, 112-7, Madhyam Marg, Vijay Path, Agarwal Farm, Mansarovar, JAIPUR, 302018, Ph: 0141-5161754; **JODHPUR:** IIFL Securities Limited - 23/10975-37, Flat No 202, Shree Plaza, Jaljog Chauraha, 658, Residency Road, Sardar Pura, Jodhpur, Rajasthan - 342001, Ph: 0291-5101824; **KANPUR:** IIFL Securities Ltd 306 3<sup>rd</sup> Floor, Sai Square Bhargava Estate , Civil Lines, Kanpur, UP-208001.Tel-8756992410. **KOCHI/COCHIN/ERNAKULAM:** IIFL Securities Limited - 23/10975-37, I, II and III Floor Sana Tower M.G.Road, COCHIN, 682016, Ph: 0484-4028074; **KOLKATA:** IIFL Securities Limited - 23/10975-37, IIFL Securities Ltd. 5th, 7th and 9th Floor AC Market 1 Shakesphere Sarani, KOLKATTA, 700071, Ph: 7044151982/033-44048609; **LUDHIANA:** IIFL Securities Limited - 23/10975-37, 504, 5th Floor, SCO - 18 , Feroze Gandhi Market ,Ludhiana (punjab)-141001, Ph: 0 161- 5047900 / 5096393; **LUCKNOW:** IIFL Securities Ltd, Above Narayan Automobile,2nd Floor,4 Shahnajaf Road, Opp. Kotak Bank,Hazratganj,Lucknow-226001.Tel-9415109859. **MUMBAI:** IIFL Securities Ltd - 23/10975-37 Off No-1A, Building No 105,Opp. Bharat House, Mumbai Samachar Marg, Fort, Mumbai - 400001. Tel : 9167997482/022-49142122.IIFL Securities Ltd.,Hubtown Solaris, Ground Floor,N.S.Phadke Marg, Opp.Teli Galli,Andheri - East Mumbai-400 069, Tel-62728874. IIFL House,4th Floor,Sun Infotech Park Road No 16-V MIDC Thane Industrial Area Wagle Estate Thane -400604. Tel-7045039507.IIFL Securities Limited - Office No 501 & 502 5th Floor Victory Park CHS Ltd Chandravarkar Lane Above SBI Bank Borivli West Mumbai-9833452833; IIFL Securities Limited - 23/10975-37 Shop no 4,Anuradha /Anuja CHS Ltd Manek Nagar Chandavarkar Road Borivali West, Ph: 9702976233.**NAGPUR:** IIFL Securities Limited - 23/10975-37, 2<sup>nd</sup> floor Shreejee krupa building, Gandhi Square, New Itwari Road, Nagpur-440002, Ph: 0712-6684012/14; **PATNA:** IIFL Securities Limited - 23/10975-37, 2<sup>nd</sup> floor,ASHIANA CHAMBER, EXHIBITION ROAD, PATNA, 800001, Ph: 9771435515; **PUNE:** IIFL Securities Limited - 23/10975-37, Lohia Jain IT Park, Survey No 150/A/1+2, Plot No 1, Kothrud, Paud Road, PUNE, 411038, Ph: 020-67641719;020-65212134/35,9730727308 **RAJKOT:** IIFL Securities Limited - 23/10975-37, 1st Floor, Pride One,Opp. Vachhani Hospital,Akshar Marg, Rajkot – 360001. Tel : 8657474275 **RANCHI:** IIFL Securities Limited - 23/10975-37, 4th Floor, Kaushalya Chambers,P P Compound,Ranchi-834001, Ph: 7549091319 & 7549012302; **SURAT:** IIFL Securities Limited - 23/10975-37, 701,702,709,710, 21st Century Business Centre, Ring Road,Surat, SURAT, 395002, Ph: 0261-4030656;

### KOTAK SECURITIES LIMITED

**Ahmedabad:** Kotak Securities Limited., 207, 2nd Floor, Sakar-II, Ellisbridge Corner, Ashram Road T: 26587276; **Bangalore:** Kotak Securities Limited., 'Umiya Landmark'-II Flr., No:10/7 -Lavelle Rd.T: 080-66203601; **Chennai:** Kotak Securities Limited., GRR Business Cneter, No.21, Vaidyaraman Street, T Nagar. T: 24303100/ 24303324; **Coimbatore:** Kotak Securities Limited., 114, E-1, Race Course Road, 68-116 to 208-249, 2nd Floor, Mariammal Towers, Coimbatore – 641018 P: 6699666; **Hyderabad:** Kotak Securities Limited., 1-8-179/2/A,1st Floor, Usha Kiran Complex, Above HDFC Bank, P G Road, Secunderabad – 500 003. T:040-47009699/671; **Indore:** Kotak Securities Limited., 314, Citi Centre, 570,

M.G. Road. T: 2537336; **Kochi:** Kotak Securities Limited., 40/1400, 11th Floor, Ensign Enclave, Jos Junction, M.G. Road. T: 0484-2377386/ 2378287; **Kolkatta:** Kotak Securities Limited., "Govind Bhawan" Ground Floor, Brabourne Road, Tel: 033-66156200; **Mangalore:** Kotak Securities Limited., No.4, 3rd Floor, The Trade Centre, Jyoti Centre, Bunts Hostel Road, Near Jyoti Circle. T: 0824-424180; **Mumbai:** Kotak Securities Limited., 32, Gr Flr., Raja Bahadur Compound, Opp Bank of Maharashtra, Fort, T: 22655084; **New Delhi:** Kotak Securities Limited., Unit number 601 & 608, 6th Floor, World Trade Tower Building, Tower B, Plot number C1, Sector 16, Noida, (New Delhi) - 201301. Tel: 0120-6760435/0120-4869326; **Surat:** Kotak Securities Limited., Kotak House, K G Point, 1st Floor, Nr.Ganga Palace, Opp.IDBI Bank, Ghoddod Road. T: 0261-5532333/ 2254553;

**KARVY STOCK BROKING LIMITED**

**AGRA :** Karvy-F4, 1St Floor, Deepak Wasan Plaza Sanjay Place, Agra , Above Hdfc Bank,Uttarpradesh- 282002; **AHMEDABAD :** Karvy-203, Shail Building,Opp: Madhusudhan House, B/H. Girish Gold Drinks, Off. C.G. Road,Navrangpura, Ahmedabad - 380006; **AKURDI :** Karvy-Shop No 4-5, Mumbai-Pune Road, Behind Sbi Bank, Jadhav Chember, Nigdi, Pune, Ph: 020-27247701/02/03/04- 411044; **ALLAHABAD :** Karvy-57 S. P. Marg, R.S.A. Tower, Above Sony Showroom, Civil Lines, Allahabad, Uttar Pradesh- 211001; **AMBALA :** Karvy-6349, Nichoson Road, Adjacent Kos Hospital Ambala Cantonement - 133001; **ANANTHAPUR :** Karvy-D No 15-149; 1St Floor; S R Towers; Opp: Lalithakala Parishad, Subash Road, Anantapur Andhra Pradesh- 515001; **AZAMGARH :** Karvy-1st Floor Alka Building Opposite Nagar Palika Civillines Azamgarh- 276001; **ANGUL :** Karvy-1st Floor, Subhra Tower, NH - 55, Main Road, Hanuman Bazar, Angul- 759112; **BANGALORE :** Karvy-No: 54, "Yadalamma Heritage", Vanivilas Road, Basavanagudi, Bangalore - 560004., Ph:080-67593600- 560004; **BANGALORE - KORAMANGALA :** Karvy-Aaryaa Centre, 1st Flr, KHB Colony, 1st A Cross, 5th Block, Opp Post Office, Ganesha Temple Road, Koramangala, Bangalore- 560095; **BANGALORE-INDIRA NAGAR :** Karvy-No.746, 1<sup>st</sup> Floor, Krishna Temple Road, Indiranagar 1st stage, Bangalore.- 560038; **BAREILLY :** Karvy-165,1st Floor Opp Hotel Bareilly Palace Near Rly Station Civil Lines Bareilly- 243001; **BARODA - SAVOY :** Karvy-T- 2, 3Rd Floor, Savoy Complex;63, Haribhakti Extension;Opp Abs Tower, Old Padra Rd, Baroda, Gujarat- 390007; **BELGAUM :** Karvy-Fk-1, Khimajibhai Complex, Ambedkar Road, Opp: Civil Hospital, Belgaum, Karnataka- 590001; **BELLARY :** Karvy-No.1, Khb Colony, First Cross, Gandhinagar, Bellary, Karnataka, Ph: 08392 254531/33- 583101; **BHAVNAGAR :** Karvy-213, Krushna Darshan Complex, Above Rangoli Resturant, Waghawadi Road, Bhavnagar- 364001; **BHILAI :** Karvy-Shop No.1, Plot No.1, Old Sada Block Commercial Complex, Nehru Nagar, Bhilai - 490020; **BHOPAL :** Karvy-Kay Kay Business Centre; 133 Zone ;1 Mp Nagar, Bhopal, Madhya Pradesh- 462011; **BHUBANESWAR :** Karvy-A/181, Janardhan House, 2nd Floor, Room No. 5, Sahid Nagar, Bhubaneswar- 751007; **BILASPUR :** Karvy-Shop No 201 & 202; 1St Floor; V R Pla, Link Road, Bilaspur, Chattisgarh, Ph: 07752-236420- 495001; **BURDWAN :** Karvy-63; G.T. Road; Birhata; Halder Comp, Ex 1St Floor, Burdwan, West Bengal,Ph: 0342 2550801 / 2550840;- 713101; **CHANDIGARH :** Karvy-Sco 2423-2424, First Floor, Sector 22C, Chandigarh- 160022; **CHENNAI - ADAYAR :** Karvy-F-3, Adayar Business Court, Old No.25,New No 51, Gandhinagar 1St Main Road, Chennai, Ph: 044 42076801/42076803- 600020; **CHENNAI - ANNANAGAR :** Karvy-T-92 Karvy-Floor Third Avenue Main Road Anna Nagar Chennai- 600040; **CHENNAI - T NAGAR :** Karvy-No.33/1, Venkataraman Street, T.Nagar,Chennai- 600017; **COCHIN :** Karvy-G 39, Panampally Nagar Opp: Kerala State Housing Board, Kochi, Kerala - 682036; **COIMBATORE :** Karvy-SNV Chambers, First Floor, 482/483, Cross Cut Road, Opp: Power House, Gandhipuram -Coimbatore - 641012 Ph: 0422 4343200-215 - 641012; **CUTTACK :** Karvy-Opposite Jagannath Petrol Pump, Arunodya Market, Link Road, Cuttack- 753012; **DEHRADUN :** Karvy-48/49 , Patel Market , Opp- Punjab Jewellers , Near Gandhi Park, Rajpur Road,Dehradun- 248001; **GHATKOPAR :** Karvy-Sai Infotech,Shop No.25, Patel Chowk, R B Mehta Marg, Ghatkopar East Mumbai; **GHAZIABAD :** Karvy-1St Floor;C-7; Lohia Nagar, Ghaziabad; Uttar Pradesh- 201001; **GORAKHPUR :** Karvy-Pratibha Complex,1St Floor,In Front Of Jubilee Inter College,Jubilee Road,Gorakhpur- 273001; **GULBARGA :** Karvy-1St Floor Asian Tower Beside Aditya Hotel , Jagat Station Main Road, Opp Public Garden Gulbarga Karnataka - 585103; **GURGAON :** Karvy-Shop No. 18, Near Huda Office; Ground Floor, Opp: Akd Tower, Sector 14, Gurgaon- 122001; **GWALIOR :** Karvy-1St Floor , J K Plaza;Gast Ka Tazia;Falka Bazar , Lashkar;Gwalior ( Mp );Madhya Pradesh- 474001; **HUBLI :** Karvy-Giriraja House, Old Name: Madhura House, No.45, Ward No.1, Club Road, Hubli, Karnataka.; Ph : 0836 2356201/ 2356202 / 2356204- 580029; **HYDERABAD :** "Karvy House", 46, Avenue 4, Street No.1, Banjara Hills, Hyderabad - 500034- 500034; **HYDERABAD - HYDERGUDA :** Karvy-Sri Siva Rama Towers, 3-6-288/3, 1St Floor, Opp. Old Mla Quarters,Above Hdfc Bank, Hyderguda, Hyderabad, Ph: 040-66035731- 500029; **JALANDHAR :** Karvy-Lower Ground Floor; Prime Towers; Office No: 3, Plot No.28, G.T. Road, Jalandhar- 144001; **JAIPUR :** Karvy-107-108,Luhadia Tower,Near Ahinsha Circle,Ashok Marg,C Scheme,Jaipur- 302001; **JAMNAGAR :** Karvy-136-137 -138, Madhav Plaza, Opp SBI Bank, Lal Bunglow, Jamnagar- 361001; **JAMSHEDPUR :** Karvy-RR Square, 2nd floor, SB Shop Area, Main Road, Bistupur, Jamshedpur- 831001; **JHANSI :** Karvy-371/01, Narayan Plaza Jeevan Shah Crossing Opp Telephone Exch Gwalior Road , UP- 284003; **JUNAGADH :** Karvy-124/125; 1st Floor; Punit Shopping Center, M G Road, Ranavav Chowk, Junagadh- 362001; **KAKINADA :** Karvy-13-1-46; Sri Deepthi Towers; First Floor Main Road, East Godavari, Kakinada, Ph: 0884 2387382 / 2387383- 533001; **KANPUR :** Karvy-15/46, Civil Lines, Opp. Muir Mills, Stock Exchange Road, Kanpur- 208001; **KOLHAPUR :** Karvy-Omkar Plaza, 1st Floor, Unit F-2 & F-4, Rajaram Road, Bagal Chowk, Kolhapur, Ph: 0231 2525132/33/34- 416008; **KOLKATA - DALHOUSIE :** Karvy-Martin Burn House, 1, R.N. Mukherjee Road, 2Nd Floor, Room No : 226, Kolkata- 700001; **KOLKATA - PARK STREET :** Karvy-3rd Floor, "B" Block, Apeejay House, 15, Park Street, Kolkata - 700016; **KRISHNANAGAR :** Karvy-52; R. N. Tagore Road, High Street, Nadia, Krishnanagar, Ph: 3472 251541 / 553 - 741101; **KURNOOL :** Karvy-Shop No.43, 1st Floor, S V Complex, Railway Station Road, Kurmool- 518004; **LUCKNOW :** Karvy-94 M.G. Marg Opp Governor House Hazratganj Lucknow- 226001; **LUDHIANA :** Karvy-1st Floor, Sco 136, Feroze Gandhi Market , Ludhina , Punjab- 141001; **MADURAI :** Karvy-274, Goods Shed Street, Madurai, Tamil Nadu, - 625001; **MADURAI - BYE PASS :** Karvy-Rakesh Towers, Opp Nagappa Motor, No.30, By Pass Road, Madurai, Tamil Nadu - 625010; **MATHURA :** Karvy-2nd Floor, Ambay Crown, Opp. Bsa Degree College, Bhuteswar Road, Mathura- 281001; **BANGALORE - MALESWARAM :** Karvy-No.337, Gf-3;,Karuna Complex, Sampige Road;Opp: New Vegetable Market,Malleshwaram;Karnataka- 560003; **MANGALORE :** Karvy-Mahendra Arcade, Ground Floor, Kodailabail, Mangalore, Karnataka Ph 0824 2492302 / 2496332 / 2492901- 575003; **MEERUT :** Karvy-1St Floor Medi Centre, Opp Eves Petrol Pump, Hapur Road, Near Baccha Park, Meerut- 250001; **MUMBAI - BORIVALI :** Karvy-Shop No 14,Star Trade Centre, Near Chamunda Circle, Borivali, West Mumbai - 400001; **MUMBAI - FORT :** Karvy-Office no 7, 2nd floor, Dossa Mansion, Opp RBL bank, Nr apna Bazar, PM Road, Fort Mumbai- 400001; **MUMBAI - THANE :** Karvy-Office No 01, Yashwant Tower, Ram Ganesh, Gadkari Path, Ghantali Road, Naupada, Thane (West), Mumbai- 400001; **MUMBAI - VILE PARLE :** Karvy-104,1St Floor, Sangam Arcade HSG Society, Opp Vile Parle Station, Above Hsbc Atm, V P Road, Vile Parle (W), Mumbai- 400001; **MUZAFFARNAGAR :** Karvy-203/99 C, Sadar Bazar, Opp Peace Library Muzaffarnagar- 251001; **NADIAD :** Karvy-104-105; City Point, Near Paras Cinema, Nadiad, Gujarat, Phone No: 0268-2563210/45/48 - 387001; **NAGPUR :** Karvy-230-231 3rd Floor, Shri Ram Shyam Tower, Near NIT Building, Nagpur, Maharashtra, Phone No: 0712- 6611293/6612376 - 440001; **NASIK :** Karvy-F1, Suyojit Sankul, Sharanpur Road, Near Rajiv Gandhi Bhavan, Nasik, Ph 0253 2316232/33/34- 422002; **NAVSARI :** Karvy-1/1, 1St Floor; Chinmay Arcade,Opp: Sattapir, Tower Road, Navasari, Gujarat, Phone No: 02637- 280362 / 280363 / 280378 - 396445; **NEW DELHI :** Karvy-23, UGF , Himalaya House, KG Marg, New Delhi- 110001; **NOIDA :** Karvy-307,2Nd Floor Jaipuria Plaza, (Opp Delhi Public School) Sector 26, Noida- 201301; **PATNA :** Karvy-Office No. 3006 3Rd Floor;Yunus Plaza/Grand Plaza;Frazier Road;Patna;Bihar- 800001; **PONDICHERRY :** Karvy-No.7, First Floor, Thayagaraja Street, Pondicherry-605001; **PUNE :** Karvy-Mozaic Building, CTS No-1216/1, Fergusson College Road, Shivaji Nagar, Pune- 411004; **PURI :** Karvy-Ground Floor; Vip Road, Near Pkda Office, Puri, Ph: 06752-225438/30 - 752001; **RAJAHMUNDRY :** Karvy-D No.6-27-8; 1st Floor ; Vygram Road, Rangachary Street, T Nagar, Rajahmundry- 533101; **RAJKOT :** Karvy-505-506, Star Chamber, Harihar Chowk, Rajkot, Gujarat – 360 001- 360001; **ROURKELA :** Karvy-1St Floor ;Sandhu Complex; Kachery; Sandhu Complex; Kachery Road; Uditnagar Road; Udit Nagar; Rourkela Orissa, Ph: 0661-2510770 / 2510772 - 769012; **SALEM :** Karvy-No.40, 5th cross, Brindavan Road Opp To Polimer Channel, Fair Lands- 636016; **SAMBALPUR :** Karvy-Koshal Builder Complex, Near Goal Bazaar Petrol Pump, Sambalpur- 768001; **SHIMLA :** Karvy-Triveni Building, Bye Pass Chowk, Khani, Shimla - 170002; **SHIMOGA :** Karvy-Sri Matra Naika Complex, 1St Floor , Above Shimoga Diagnostic Centre, Llr Road Durgigudi, Shimoga, Karnataka- 577201; **SURAT :** Karvy-D-418, ITC Building, Majura Gate, Surat - 395002; **TRICHY :** Karvy-Sri Krishna Arcade, 60, Thennur High Road, Thennur, Trichy, Ph : 0431-2791000,4020226 - 620017; **TRIVANDRUM :** Karvy-2Nd Floor, Akshaya Towers; Sasthamangalam Near Hundai Showroom; Above Jet Airways; Trivandrum; Kerala, Ph: 471-2725989 - 90-91 - 695010; **TIRUPATI :** Karvy-D.No. 19-4-8/10, First Floor, A.V.M. Plaza, Near Lakshmi Puram Circle Air Bypass Road, Above Axis Bank- 517501; **UDUPI :** Karvy-Ground Floor; Sriram Arcade;Opp: Head Post Office, Udupi; Karnataka,Ph : 0820-2530962/63/64- 576101; **VARANASI :** Karvy-1 Floor ,D 64 / Ka Anant Complex ,Sigra Varanasi - 221010; **VIJAYAWADA :** Karvy-39-10-7; Opp:Municipal Water Tank,

## IN THE NATURE OF FORM 2A - MEMORANDUM CONTAINING SALIENT FEATURES OF THE PROSPECTUS

Labbipet,Vijayawada; Andrapradesh, Ph : 0866-2495200- 520010; **VISHAKAPATNAM** : Karvy-47-14-5/1, Eshwar Paradise, Dwarakanagar Main Road, Vishakapatnam, Ph : 0891-2752915/16/17/18- 530016

### HDFC SECURITIES LIMITED

**HDFC Securities Limited**, I Think Techno Campus Building-B,"Alpha",Office, Floor 8, Opp. Crompton Greaves,Near Kanjurmarg Station Kanjurmarg, (East),Mumbai 400 042 India.

### MUTHOOT SECURITIES LIMITED

**ADOOR** - 1st Floor, Vilanilam Building, Near Private Bus Stand, Adoor, Pathanamthitta, Kerala - 691523, - Ph: 04734 323388, 04734 323377, **ANGAMALY** – II nd Floor, Janatha Building, Church Junction, Angamaly, Ernakulam, Kerala - 683 572. - Ph: 0484 3106222, 0484 3102444, **CHENGANNUR**- 1<sup>st</sup> Floor, Kizhakkethalackal Building. Opposite Malankara Catholic Church, M.C. Road, Chengannur PO, Alappuzha Dist, Pin-689121, **CHENNAI**-SJM House, No.52, Nelson Manikkam Road, Chennai, Tamil Nadu - 600094, - Ph: 044-23742242, 9025143745, **HYDERABAD** - Flat No.101, 1st Floor, Reddy's Enclave, Opp: SBH, KPHB Colony, Kukattipally, Hyderabad, Telangana – 500016 –Ph: 040-23155623, **KADAVANTHRA** -1St Floor, Alpha Plaza, K P Vallon Road, Kadavanthra, Cochin, Ernakulam, Kerala - 682 020 - Ph: 0484 3101171, 0484 3101181, **KALPETTA** - 2Nd Floor, Ammus Shopping Complex, Near Ananthaveera Theatre, Kalpetta, Wayanad, Kerala - 673121 - Ph: 04936 319933, 04936 347377, **KOLLAM** - Muthoot Buildings, Vadayattukotta Road, Kollam, Kerala - 691 001 - Ph: 0474 3212555, 0474 3213555, **KOTHAMANGALAM** - 2Nd Floor, Mar Thoma Cheriappally Bldg, Near Canara Bank, Kothamangalam, Ernakulam, Kerala 686691 - Ph: 0485-3249555, 0485 3240812, **KOTTARAKKARA** - Muthoot Chambers, Pulamon P.O, Kottarakkara, Kollam, Kerala 691506 - Ph: 0474 3218555, 0474 3217555, **KOTTAYAM – T B ROAD** - Muthoot Crown Plaza, T.B Road, Kottayam, Kerala - 686001 - Ph: 0481 3212555, 0481 3218555, **KOZHENCHERY** - 1St Floor, Mulavoore Ayurvedic Pharmacy, Nedumprayar, Maramon P.O, Kozhanchery, Pathanamthitta, Kerala - 689549 - Ph: 0468 3206555, 0468 3209555, **KUNDARA** - P.B.No:11, Hospital Junction, Opp.Petrol Bunk, Kundara, Kollam, Kerala - 691501 - Ph: 0474 3216555, 0474 3219555, **KATTAPPANA** - Kasamkulam Complex,Kundalampura Road,Kattappana, Kerala -686505 – Ph: 04868-274220, **KOLKATA**- 5th Floor, 7b, Middleton Street, Opposite Vardhan Market, Kolkata, West Bengal – 700071, Ph: 033 44045943, **MANJERY** – 1st Floor, Palassery Building .Opp.Head Post Office, Court Road, Manjeri, Malappuram, Kerala 676121 - Ph: 0483 3249555, 0483 3266555, **MUMBAI** - 2nd floor, Jyoti estate, Bank of Maharashtra lane, 14, Andheri Sahar road, Nr. Railway station Ph:022-26840615, **MUVATTUPUZHA** - Chaitra Hotel Building, SNDP Juction ,1St Floor ,Muvattupuzha, Ernakulam, Kerala - 686661 - Ph: 0485-3246555, 0485- 3249333, **NALANCHIRA** - Kattuparambil Bldg, Kurisadi Jn., Nalanchira, Trivandrum, Kerala 695015, - Ph: 0471 3228555, 0471 3229666, **NILAMBUR** - Ground Floor ,VP Complex, Near Police Station ,Main Road Nilambur, Malapuram, Kerala - 679329, - Ph: 04931-344018, 04931-344019, **OTTAPPALAM** - J.R.J Complex & Enterprises, Ottapalam Palakkad, Kerala - 679101 , - Ph: 0466-3214555, 0466 3214333, **PALA** - Marian Complex, Kurisukavala Junction ,Pala, Kottayam, Kerala -686575 - Ph: 04822-311441, 04822- 323271, **PALAKKAD** - Chundakkayil Complex, Manjakulam Road, Palakad-14, Kerala - Ph: 0491 3266555, 0491 3268555, **PAYYANNUR** - 3rd Floor, M.M. Centre Main Road, Payyanur, Kannur, Kerala ,670307 - Ph: 04985 322999, 04985 322844, **RANNY** - Othara Squire, Perumpuzha, Ranni., Pathanamthitta, Kerala 689672 - Ph: 0473 5320666, 0473 5325111, **THIRUVALLA** - Kackanattu Square , Tb Junction, Ramanchira, Thiruvalla, Pathanamthitta, Kerala - 689101, - Ph: 0469 3202555, 0469 3202666, - Ground Floor, Muthoot Chambers, Near Sastha Temple, Thycadu, Trivandrum, Kerala - 695014 - Ph: 0471 3224555, 0471 3227555, **UDUPI** - Mythri Complex, KSRTC Bus Stand, Udupi, Karnataka - 576101 - Ph: 0820 3209660, 0820 3202111

### AXIS CAPITAL LIMITED

**Bangalore**: Axis Capital Limited, #19/4, SAIRBAGH,Cunningham Road, Bangalore, Pin:560052, Ph:080-48651367; **Chennai**: Axis Securities Limited, Alpha Centre, 6th Floor, No.150 & 151, North Usman Road, T. Nagar, Pin: 600017, Ph: 9884418044; **Hyderabad**: Axis Securities Limited, 6-3-650/217B & C, Maheshwari Chambers, 2nd Flr.,Somajiguda, Hyderabad – 500082, Ph : 040- 39893626/30658502; **Mumbai**: Axis Capital Limited, 4A/5C, Khatau Bldg., Ground floor, Alkesh Dinesh Mody Marg, Fort, Mumbai – 400001, Ph : 022- 22677901; **New Delhi**: Axis Capital Ltd, Level 3B (4th Floor), DLF Centre, Sansad Marg, Connaught Place, New Delhi - 110001, India, Ph : 011 – 6128 9088; **Pune**: Axis Capital Limited, 1248 A, Asmani Plaza, Deccan Gymkhana, Goodluck Chowk, Opp Cafe Goodluck, Behind Raymond Showroom, , Pin:411004, Ph:9890018150/9371218150; **Rajkot**: Axis Securities Limited, 703, 7th Floor, Star Chambers, Harihar Chowk, Rajkot – 360001, Ph : 9724333149 / 9427200149; **Vadodara**: Axis Capital Limited, 2<sup>nd</sup> Floor, G J House, Above Canara Bank, R C Dutt Road, Alkapuri, Vadodara – 390007, Ph : 9377225295.

### RR EQUITY BROKERS PRIVATE LIMITED

**Ahmedabad**: RR Equity Brokers Pvt. Ltd., 401, Abhijit-1, Opp. Bhuj Mercantile Bank, Mithakhali, 6 Road, Navrangpura, Ahmedabad-390009,Ph:079- 40211888, 32943827,26422714,26404241; **Bangalore**: RR Equity Brokers Pvt. Ltd. S-111, Manipal Centre, 47, Deckenson Road, MG Road,Banglore-560042, Ph:080-42477177/03; **Faridabad**: RR Equity Brokers Pvt. Ltd. , Shop No. 55, 1st Floor, Near Flyover,Neelam Chowk, NIIT, Faridabad - 121001, Haryana, Ph: 0129-02427361; **Jaipur**: RR Equity Brokers Pvt. Ltd., 7,Katewa Bhawan,Opp. Ganapati Plaza, M.I. Road, Jaipur- 302001, Ph: 0141-3235456, 5113317; **Kolkata**: RR Equity Brokers Pvt. Ltd. 704,Krishna Bldg.,224,AJC Bose Road, Kolkata- 700017, Ph: 033-22802963/22806878; **Lucknow**: RR Equity Brokers Pvt. Ltd., F-117,Shriram Tower,13, Ashok Marg, Lucknow- 226001, Ph: 0522- 4057612, 2286518 ; **Mumbai**: RR Equity Brokers Pvt. Ltd., 82/1, **Apollo House, Ground Floor,Opposite Jammu & Kashmir Bank,Mumbai Samachar Marg, Mumbai 400023, MAHARASHTRA, Ph: +91-22-40544201/224/22702002; New Delhi**: RR Equity Brokers Pvt. Ltd. ,412-422, Indraprakash Building, 21, Barakhamba Road, New Delhi – 110001, 011-23354802; **New Delhi**: RR Equity Brokers Pvt. Ltd., N-24, Middle Circle, Connaught Place, New Delhi – 110001, Ph: 011- 23353480, 23353768.

### ICICI SECURITIES LTD.

**MUMBAI** : ICICI Securities Ltd., ICICI Centre, H T Parekh Marg, Churchgate.

### EDELWEISS SECURITIES LIMITED

**AHMEDABAD**: Edelweiss Securities Limited; 504, 5th Floor, 3rd Eye Vision, AMA-IIM Road, Panjara Pole, Ahmedabad – 380009. Tel: 079-40019888 **BANGALORE**: Edelweiss Securities Limited; The Onyx Centre, Building No : 5 , 2nd Floor Above Nandi Toyota Showroom Museum Road Bangalore. Tel: 080 – 42471113. **HYDERABAD**: Edelweiss Securities Limited; 2<sup>nd</sup> Floor, M B Towers, Plot No.5, Road No.2, Banjara Hills, Hyderabad-500016. Tel: 040–40316911. **JAIPUR**: Edelweiss Securities Limited 703/704,7th floor, Green House, Ashok Marg,C-Scheme, Jaipur. **KOLKATA**: Edelweiss Securities Limited; Martin Burn House, 2nd Floor, Room No-227, 1 R N Mukherjee Road, Kolkata- 700001. Tel. : 033-30081391. **MUMBAI**: **FORT**: G1, Ground Floor, Ararat Bldg., Opp. Dwarka Hotel / Happiness Cake Shop, Nagindas Master Road, Fort Mumbai-400001 Tel. : 67494580 / 81. **GHAKTOPAR**: Edelweiss Securities Limited; Atlantic Commercial Tower, RB Mehta Road, Near Patel Chowk, Ghatkopar East, Mumbai-400077. Tel: 022-25012611/12, **SANTACRUZ**: Edelweiss Securities Limited, 2A, 2nd floor Victoria Plaza, S V Road, Santaacruz West, Mumbai – 400054. **BORIVALI**: Edelweiss Securities Limited, Viray Deep Apts, Chandaverkar Road, Opp Mayur Tower, Borivali (West), Mumbai - 400092. Tel : 022-28336310 **NEW DELHI**: Edelweiss Securities Limited; 8-B, 8th Floor, Atma Ram House, Tolstoy Marg, New Delhi- 110001., Tel: 011- 46501116/7 **PUNE**: Edelweiss Securities 101 to 106, 1st floor, Siddharth Tower, behind City Pride Talkies, Kothrud, Pune - 411029, Tel: 020-66056672. **SURAT**: Edelweiss Securities Limited; 108, Vishwakarma Chambers, B/S ITC, Majuragate, Ring Road, Surat – 395002, Tel: 0261-2460537.

**IN THE NATURE OF FORM 2A - MEMORANDUM CONTAINING SALIENT FEATURES OF THE PROSPECTUS**

**LIST OF SELF CERTIFIED SYNDICATE BANKS (SCSBs) UNDER THE ASBA PROCESS**

Sr. No.	Name of the Bank	Controlling Branch & Address	Contact Person	Telephone Number	Fax Number	Email
1.	Axis Bank Ltd.	Centralised Collections and Payment Hub (CCPH) 5th Floor, Gigaplex, Building No. 1, Plot No. I.T.5, MIDC, Airoli Knowledge Park, Airoli, Navi Mumbai - 400708	Mr. Sunil Fadtare Assitant Vice President	022-71315906, 9819803730	022- 71315994	Sunil.fadtare@axisbank.com
2.	Andhra Bank	18 Homi Modi Street,P B No 114,Nanavati Mahalaya,Fort Mumbai Maharastr 400023	Seshagiri Rao Jonnakuti	02222026088/22047626	-	bmmum051@andhrabank.co.in
3.	Allahabad Bank	Allahabad Bank, Fort Branch, 37, Mumbai Samachar Marg Mumbai, Maharashtra 400 023	Shri R Pradeep Kumar	(022)-22623224	-	albasba@allahabadbank.in
4.	Bank of Baroda	Mumbai Main Office, 10/12 Mumbai Samachar Marg, Fort, Mumbai-23	Mr. Sonu A. Arekar	022-40468314, 40468307,	022-22835236	asba.fortap@bankofbaroda.com
5.	Bank of Maharashtra	Fort Branch, 1st Floor, Janmangal, 45/47, Mumbai Samachar Marg, Mumbai - 400023	SHRI. V R Kshirsagar (DGM)	022-22694160 22652595 22663947	022-22681296	brmgr2@mahabank.co.in; bom2@mahabank.co.in
6.	BNP Paribas	BNP Paribas House, 1, North Avenue, Maker Maxity, Bandra Kurla Complex, Bandra (East), Mumbai - 400051	Mr. Ashish. Chaturvedi, Mr. Dipu SA, Ms Prathima Madiwala	(022) 61964570/61964594/61964592	(022) 61964595	Ashish.chaturvedi@asia. bnpparibas.comdipu.sa@asia. bnpparibas.comprathima. madiwala@asia.bnpparibas.com
7.	Barclays Bank PLC	Barclays Bank PLC 601/603 Ceejay House, Shivsagar Estate, Dr Annie Besant Road, Worli, Mumbai - 400018	Parul Parmar	+91- 22 6719 6400/ 6575	+91- 22 6719 6996	Parul.parmar@barclays.com
8.	Bank of India	Phiroze Jeejeebhoy Tower, (New Stock Exchange Bldg), P. J. Tower, Dalal Street, Fort, Mumbai - 400 023.	Shri Navin Kumar Pathak, Senior Manager	022-22723631/1677/ 9619810717	022-22721782	Stockexchange.Mumbai, south@bankofindia.co.in
9.	Corporation Bank	Capital Market Branch, 1st Floor, Earnest House, NCPA Marg Nariman Point, Mumbai-400021	Mr. Amod Kumar	022-22841406/22842764, 9870340031	022-22843823	capmrktbr@corpbank.co.in
10.	CITI Bank	Citigroup Center, Plot No C-61, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051	S Girish	022-26535504, 98199 12248	022-26535824	s.girish@citi.com, asba.ops@ citi.com
11.	Central Bank of India	Ground floor, Central Bank of India, Central Bank Building, Fort, Mumbai 400001	Mr. Vineet Bansaj	022- 22623148, 22623149	022-22623150	asba4082@centralbank.co.in
12.	Canara Bank	Canara Bank, Capital Market Service Branch,407, 4th floor, Himalaya House79, Mata Ramabai Ambedkar, Marg, MUMBAI-400 001	Mr. Arvind Namdev Pawar	022-22661618/ 22692973/ 9769303555	022-22664140	cb2422@canarabank.com, mbdcomcity@canarabank.com, hocmbd@canarabank.com
13.	City Union Bank Ltd.	48, Mahalakshmi St., T. Nagar, Chennai - 600 017.Tamil Nadu.	Sivaraman	044 - 24340010, 24343517, 24346060, 24348586, 9380286558, 9382642081	044 - 24348586	cub001@cityunionbank.com
14.	DBS Bank Ltd.	DBS Bank Ltd, Fort House, 221, Dr. D.N. Road, Fort, Mumbai, 400 001	Amol Natekar	+91 22 6613 1213	+91 22 6752 8470	amolnatekar@db.com
15.	Dena Bank	Capital Market Branch, 17 B-Horniman Circle., D. Nanji Bldgs., Mumbai-400023	Branch Manager	022-22661206/22702881	022-22694426/ 22702880	cmb@denabank.co.in
16.	Deutsche Bank	Sidrah, 110, Swami Vivekananda Road, Khar (West), Mumbai 400052	Ms. Hetal Dholakia	(91) (022) 6600 9428 (91) (022) 6600 9419	-	"hetal.dholakia@db.com manoj-s.naik@db.com; nanette. daryanani@db.com.
17.	HSBC Ltd.	3rd Floor, PCM Dept. Umang, Plot CTS No. 1406-A/28, Mindspace, Malad (West) Mumbai 400 064 (address of IPO Operations office)	Mr Jagrut Joshi	(022) 67115485/ 9870403732	(022) 66536005	jagrutjoshi@hsbc.co.in
18.	HDFC Bank Ltd.	FIG – OPS Department HDFC Bank Ltd Lodha - I Think Techno Campus-O-3 Level Next to Kanjurmarg Railway Station Kanjurmarg (East) Mumbai - 400042	Vincent Dsouza / Siddharth Jadhav / Prasanna Uchil	022-30752929 / 2927 / 2928	-	vincent.dsouza@hdfcbank.com, siddharth.jadhav@hdfcbank.com, prasanna.uchil@hdfcbank.com
19.	ICICI Bank Ltd.	ICICI BANK LIMITED, Capital Market Division, 1st Floor, 122, Mistry Bhavan, Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai	Roshan Tellis	022-22859874/803	022-22611138	roshan.tellis@icicibank.com
20.	IDBI Bank Ltd.	IDBI Bank Limited Central Processing Unit, Sarju House, 3rd Floor, Plot No 7, Street No. 15, Andheri MIDC, Andheri (E), Mumbai.Pin : 400093	Shri. Naveen Nischal HP / Shri Viral Barodia	022- 66700525 / 685	-	hp.naveennischal@idbi.co.in / barodia.viral@idbi.co.in
21.	Indian Bank	Nandanam Branch- 480 Anna Salai, Nandanam 600035	Mr. V Muthukumar, Mr. M Veerabahu	044 24330233	044 24347755	nandanam@indianbank.co.in
22.	IndusInd Bank	IndusInd Bank Ltd. Fort Branch Sonawalla Bldg, Mumbai Samachar Marg, Fort, Mumbai 400001	Yogesh Adke Dy. Vice President	022-66366589 / 91 / 929833670809	022-22644834	yogesh.adke@indusind.com
23.	Indian Overseas Bank	Mexxanine Floor, Cathedral Branch, 762 Anna Salai, Chennai 600 002	Mr. V. Srinivasan	044 - 28513616	-	deposit@iobnet.co.in
24.	J P Morgan Chase Bank	J.P. Morgan Tower, Off C.S.T. Road, Kalina Santacruz - East, Mumbai - 400 098	Mahesh Aras	022-61573811	022-61573949	Mahesh.aras@jpmorgan. comIndia.operations@jpmorgan.com
25.	Janata Sahakari Bank Ltd.	N S D L Department Bharat Bhavan, 1360, Shukrawar Peth, Pune -411002	Shri. Ajit Manohar Sane+91 9960239391	+91 (20) 24431011 +91 (20) 24431016 +91 9503058993	+91 (20) 24431014	jsbnsdl@dataone.in
26.	Karur Vysya Bank Ltd.	Demat Cell, Second Floor No 29, Rangan Street, T Nagar, Chennai - 600 017	Maruthi Kumar Yenamandra	044- 24340374	044-24340374	maruthikumar@kvbmail.com, kvbdp@kvbmail.com
27.	Karnataka Bank Ltd	The Karnataka Bank Ltd Mangalore-H O Complex Branch Mahaveera Circle Kankanady Mangalore - 575002	Ravindranath Baglodi [Sr.Manager]	Ph: 0824-2228139 /140 /141	Fax: 0824-2228138	Email: mlr.hocomplex@ktkbank.com
28.	Kotak Mahindra Bank Ltd.	Kotak Infniti, 6 <sup>th</sup> Floor, Building No. 21,Infinity Park, Off Western Express Highway, General AK Vaidya Marg, Malad(E)	Prashant Sawant	D-+91 22 6605 6959M-+91 9967636316	+91 66056642	prashant.sawant@kotak.com
29.	Mehsana Urban Co-Op. Bank Ltd.	Head Office, Urban Bank Road, Highway, Mehsana - 384002	Branch Manager	+91-2762-251908	+91-2762-240762	asba@mucbank.com
30.	Nutan Nagrik Sahakari Bank Ltd.	Opp Samratheshwar Mahadev, Nr, Law Garden, Ellisbridge, Ahmedabad-380006	Miti Shah	9879506795	7926564715	smiti@1977@yahoo.com

## IN THE NATURE OF FORM 2A - MEMORANDUM CONTAINING SALIENT FEATURES OF THE PROSPECTUS

Sr. No.	Name of the Bank	Controlling Branch & Address	Contact Person	Telephone Number	Fax Number	Email
31.	Oriental Bank of Commerce	67, Bombay Samachar Marg, Sonawala Building, Fort, Mumbai -400001	Shri Navneet Sharma, Branch Manager; Ms. Neha, Officer	022-22654791/95 022-22654797 022-43430710 / 022-43430701	022-22654779	bm1050@obc.co.in
32.	Punjab National Bank	Capital Market Services Branch, PNB House, Fort, Sir P.M.Road Mumbai	Sh. K Kumar Raja	Tel - 022- 22621122, 22621123,	022 - 22621124	pncapsmumbai@pnb.co.in
33.	Punjab & Sind Bank	Rajindra Place- 21 Rajindra Place Bank House New Delhi-110008	RPS Sandhu	011- 25825784/25711836 9911129088	-	d0606@psb.co.in
34.	RBL Bank Limited	Techniplex - I, 9 <sup>th</sup> Floor, Off Veer Savarkar Flyover, Goregaon (West), Mumbai - 400062.	Shashikant Sanil	022-40288193, 022-40288196, 022-40288197	022-40288195	asba_ops@rblbank.com
35.	Rajkot Nagarik Sahakari Bank Ltd.	Nagrak Bhavan No 1 Parabazar Dhebarbhai Road Rajkot	Shri Yogesh Raveshiya	9427495222	(0281) 2233916/17/18	khumesh@msbindia.com; asba@msbindia.com
36.	State Bank of Hyderabad	Gunfoundry, Hyderabad	Sri Ashok Kulkarni	040-23387325	040-23387743	gunfoundry@sbyhd.co.in
37.	State Bank of Travencore	Anakachery Buildings, Y M C A Road, Statue, Thiruvananthapuram-695001	P. P. Muraleedharan	0471-2333676	0471-2338134	dptvm@sbt.co.in
38.	State Bank of Bikaner & Jaipur	Financial Super Market Branch, Apex Mall, Tonk Road, Jaipur	Shri N K Chandak	0141-27444159413398505	0141-2744457	sbj11060@sbbj.co.in mmkchandak@sbbj.co.in
39.	State Bank of India	State Bank of India, Capital Market Branch(11777),Videocon Heritage Building(Killick House),Charanjit Rai Marg, Fort, Mumbai - 400 001.	Ms. Raviti	Telephone:022-22094932 Mobile:9870498689	022-22094921	nib.11777@sbi.co.in,
40.	Standard Chartered Bank	Crescenzo, 3rd Floor, C/38-39, G-Block, Opposite MCA Club, Bandra-Kurla Complex, Bandra [East], Mumbai 400-051	Rohan Ganpule	022 - 61157250 / 022 - 61157234	022 -26757358	lpo.scb@sc.com
41.	Syndicate Bank	Capital Market Service Branch, 26A, First Floor, Syndicate Building, P.M. Road, Fort, Mumbai.	P Padmavathy Sundaram, Chief Manager	022-22621844	022-22700997	padmas@syndicatebank.co.in/ cmssc@syndicatebank.co.in
42.	South Indian Bank	ASBA Cell (NODAL OFFICE) 2nd Floor, Shanu Towers, North Kalamassery, Ernakulam, Kerala - 683 104	John K Mechery	9645817905	0484-2351923	asba@sib.co.in
43.	State Bank of Patiala	CO 99-102, Sector - 8C, Chandigarh	Shri. Amarjit Singh Girm	0172-2779116, 2546124, 254386809779586096	0172-2546080	b5597@sbp.co.in
44.	State Bank of Mysore	P. B. No. 1066. # 24/28, Cama Building, Dalal Street, Fort, Mumbai -400 001	Shailendra kumar	7208048007022- 22678041	022-22656346	s.kumar@sbm.co.in indalst@sbm.co.in
45.	The Federal Bank Limited	ASBA CELL, Retail Business Dept., Federal Bank, Marine Drive, Ernakulam 682031	Dhanya Dominic	0484-2201847	4842385605	rbd@federalbank.co.in dhanyad@federalbank.co.in inriyajacob@federalbank.co.in
46.	Tamilnad Mercantile Bank Ltd.	Tamilnad Mercantile Bank Ltd., Depository Participant Services Cell third Floor, Plot No.4923, Ac/16, 2nd Avenue, Anna Nagar (West), Chennai - 600 040, Tamilnadu, India	Mr. N. Rajasegaran	044-26192552	044-26204174	dps@tmbonline.com
47.	The Jammu & Kashmir Bank Ltd.	79 A, Mehta House, Bombay Samachar Marg, Fort, Mumbai - 400 023.	Ashfaq Ahmad	9987984105, 022-66595971	022-6634183	bombay@jkbmail.com
48.	The Kalupur Commercial Co-Operative Bank Ltd.	Kalupur Bank Bhavan, Nr. Income Tax Circle, Ashram Road, Ahmedabad-380 014	Jay V. Pathak Manager	079-27582028	079-27544666	jay@kalupurbank.com
49.	The Lakshmi Vilas Bank Ltd.	Bharat House, Ground Floor, 104, Bombay Samachar Marg, Fort Mumbai - 400 001.	S Ramanan	022-22672255-22672247(M)- 22673435(CM)	022-22670267	Mumbai@bv_bm@lvbank.in
50.	The Surat Peoples Co-op Bank Ltd	Central Office. Vasudhara Bhavan, Timaliyawad, Nanpura, Surat - 395001	Mr. Iqbal Shaikh	0261-2464577	0261-2464577,592	Iqbal.shaikh@spcbl.in
51.	The Saraswat Co-operative Bank Ltd.	Madhushree, Plot No. 85, District Business Centre, Sector - 17, Vashi, Navi Mumbai - 400703	Mr. Ajit Babaji Satam	022-27884161 27884162 27884163 27884164	022-27884153	ab_satam@saraswatbank.com
52.	TJSB Sahakari Bank Ltd	2nd Floor, Madhukar Bhavan, Road No.16, Wagle Estate	Department Head	022-25838525/530/520		tjsbasba@tjsb.co.in
53.	Union Bank of India	MUMBAI SAMACHAR MARG,66/80, Mumbai Samachar Marg, Post Bag No.253 & 518, Fort, Mumbai - 400023.	Mr. D B JAISWAR	022-22629408	022- 22676685	jaiswar@unionbankofindia.com
54.	UCO Bank	Mumbai Main (Retail) Br., UCO Bank Bldg., D. N. Road, Mumbai- 400 023	Manager	022 40180117 9022457840	022-2222870754	bo.dnroad@mtnl.net.in
55.	United Bank of India	Centralized Payment Hub, 4th Floor, United Bank of India, United Tower, Head Office,11, Hemanta Basu Sarani, Kolkata - 700 001.	CM (Operation and Services)	033 22624174		amitabhr@unitedbank.co.in incmshub@unitedbank.co.in inprakashr@unitedbank.co.in samikm@unitedbank.co.in sibasib@unitedbank.co.in brijeshr@unitedbank.co.in mousumid@unitedbank.co.in kumarg1@unitedbank.co.in
56.	Vijaya Bank	Head Office Bldg41/2,M G Road Bangalore	Branch Manager	080-25584385	080-25584281	ban.trinitycircle1331@ VIJAYABANK.co.in
57.	Yes Bank Ltd.	YES Bank Limited, Indiabulls Finance Centre, Tower -II , 8th Floor, Senapati Bapat Marg, Elphinstone Road, Mumbai - 400 013.	Alok Srivastava / Shankar Vichare / Avinash Pawar	022 3347 7374/ 7259/ 7251	022 24214504	dlbtiservices@yesbank.in
58.	The Ahmedabad Mercantile Co-Op. Bank Ltd.	Head office :- "Amco House", Nr. Stadium Circle, Navrangpura, Ahmedabad-09	Bimal P Chokshi	079-26426582-84-88	079-26564863	amcoasba@rediffmail.com
59.	Catholic Syrian Bank Ltd.	P B No. 1900, Ground Floor, Marshall Annex Building, Soorji Vallabhdas Marg, Ballard Estate, Mumbai, Maharashtra, Pin- 400001	Ram Mohan G S	022-64502165, 022-22664269, 022-22665865, 022-22650850		mumbai@csb.co.in

ASBA Applicants may approach any of the above banks for submitting their application in the issue. For the complete list of SCSBs and their Designated Branches please refer to the website of SEBI ([http://www.sebi.gov.in/cms/sebi\\_data/attachdocs/1480483399603.html](http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html)). A list of SCSBs is also displayed on the website of NSE at [www.nseindia.com](http://www.nseindia.com).